

Spirit AeroSystems Holdings, Inc.
 Form 4/A
 March 27, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Walker H David

(Last) (First) (Middle)

SPIRIT AEROSYSTEMS HOLDINGS, INC., 3801 SOUTH OLIVER

(Street)

WICHITA, KS 67210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Spirit AeroSystems Holdings, Inc. [SPR]

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/26/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, Sales and Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | (A) or (D) | Code V | Amount | Price | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Class B Common Stock ⁽¹⁾ ₍₅₎ | <u>(1)</u> | 02/22/2007 | 02/22/2007 | A | 6,691 | 02/22/2008 ⁽²⁾ ₍₃₎ | Class A Common Stock 6,691 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------------------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker H David SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210 | | | SVP, Sales and Marketing | |
| /s/ Gloria Farha Flentje, as attorney-in-fact for H. David Walker | | | 03/26/2007 | |
| | **Signature of Reporting Person | | Date | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) After vesting of such shares as described in footnote 2, each share of class B common stock, par value \$0.01, of the issuer (the "Class B Common Stock") is convertible at any time, at the option of the holder, into one share of class A common stock, par value \$0.01, of the issuer (the "Class A Common Stock").
 - (2) The Class B Common Stock will vest on February 22, 2008, if the recipient of such shares continues to be employed by Spirit AeroSystems Holdings, Inc. at that time.
 - (3) No expiration.
 - (4) Convertible on a one-for-one basis.
 - (5) This Form 4/A is an amendment to a Form 4 filed on February 26, 2007. This amendment corrects a calculation error in the total number of derivative securities beneficially owned following the transaction as originally reported.
 - (6) Originally reported as 56,559 shares due to a calculation error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.