

SCHMIDT ULRICH

Form 4

December 08, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ULRICH

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O SPIRIT AEROSYSTEMS
HOLDINGS, INC., 3801 SOUTH
OLIVER**

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2009

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Former Officer

(Street)
WICHITA, KS 67210

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/04/2009		C		19,884	A	<u>(3)</u>	89,855	D	
Class A Common Stock	12/04/2009		S		19,884	D	\$ <u>19.61</u> <u>(4)</u>	69,971	D	
Class A Common Stock	12/07/2009		C		16,524	A	<u>(3)</u>	86,495	D	

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Class A
Common Stock 12/07/2009 S 16,524 D \$ 19.7 69,971 D

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

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SEC 1474
(9-02)

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

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)	8. De Se (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	12/04/2009		C		19,884		11/20/2006	<u>(2)</u>	Class A Common Stock	19,884
Class B Common Stock	<u>(1)</u>	12/07/2009		C		611		11/20/2006	<u>(2)</u>	Class A Common Stock	611
Class B Common Stock	<u>(1)</u>	12/07/2009		C		15,913		02/17/2007	<u>(2)</u>	Class A Common Stock	15,913

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHMIDT ULRICH C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210	Former Officer

Signatures

/s/ Jonathan A. Greenberg, as attorney-in-fact for Ulrich
Schmidt

12/08/2009

**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) Upon vesting, 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) No expiration.

(3) Conversion without consideration.

The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$19.60 to

(4) \$19.62. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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