

SCHMIDT ULRICH

Form 4

October 22, 2008

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

OMB APPROVAL

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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

(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)
10/20/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP & CFO

(Street)
WICHITA, KS 67210

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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)

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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)	8. D S (			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	10/20/2008		A		345,726		(2)	(3)	Class A Common Stock	345,726

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

EVP & CFO

Signatures

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

10/22/2008

__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).

After the vesting of shares, each share of class B common stock, par value \$0.01 of the issuer (the "Class B Common Stock") is
(1) 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").

Constitutes the acquisition of beneficial ownership of a previous grant of shares under the issuer's Executive Incentive Plan ("EIP"), as generally described in the issuer's S-1 filed on November 17, 2006, the issuer's proxy statement filed on April 9, 2007, and the issuer's proxy statement filed on March 24, 2008. Such shares will vest upon (a) satisfaction of the remainder of a ratable five-year service requirement; and (b) the earliest of (i) a liquidity event as defined in the EIP, (ii) June 16, 2015, or (iii) at such time as a participant incurs income tax liability under applicable law with respect to the shares, but for this purpose only to the extent that shares are to be sold to pay a participant's withholding tax liability (as generally described in the issuer's Form 8-K filed on October 22, 2008).

(3) No expiration.

(4) Conversion without consideration.

(5) Includes 11,359 shares of Class B Common Stock which will vest on February 22, 2008, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.

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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