

Walker H David
Form 4/A
November 13, 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

OMB
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(Print or Type Responses)

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

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)
10/15/2009

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

(Street)
WICHITA, KS 67210

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/19/2009

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 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)
Class A Common Stock	10/15/2009		C	18,500	A (3)	83,726 (4) (5)	D
Class A Common Stock	10/15/2009		S	18,500 (7)	D \$ 18.52 (6) (8)	65,226 (4) (5)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	10/15/2009		C	18,500	11/20/2006	(2)	Class A Common Stock	18,500

Reporting Owners

Reporting Owner Name / Address	Relationships
Walker H David C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210	Director 10% Owner Officer Other SVP, Sales & Marketing

Signatures

/s/ Jonathan A. Greenberg, as attorney-in-fact For H. David Walker

11/13/2009

**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, part 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.

(4) Includes 7,293 shares of Class A Common Stock which will vest on February 20, 2010, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.

Includes a restricted stock award of 9,158 shares of Class A Common Stock that will vest annually at a rate of 33% beginning May 5, 2011, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date. If the recipient acquires an interest in all shares granted under the issuer's Executive Incentive Plan ("EIP") before 2010, these restricted shares will vest annually at a rate of 33% beginning May 5, 2010 if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date.

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- The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$18.41 to
- (6) \$18.61. 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.
 - (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2009.
 - (8) Originally reported as \$18.49 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.

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