

Buchanan Richard R
Form 4
October 22, 2008

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 *
Buchanan Richard R

(Last) (First) (Middle)

C/O 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)
10/20/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
S.V.P./G.M. Fuselage Segment

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	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
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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. P Der Secr (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	10/20/2008		A		34,572		(2)	(3)	Class A Common Stock	34,572

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Buchanan Richard R C/O SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 SOUTH OLIVER WICHITA, KS 67210	S.V.P./G.M. Fuselage Segment

Signatures

Jonathan A. Greenberg, as attorney-in-fact for Richard R. Buchanan
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).
- (1) 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 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) 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 3,250 shares of Class B Common Stock which will vest on February 22, 2009, 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. 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.