

FAIRCHILD CORP  
Form 4  
March 09, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GERARD STEVEN L

(Last) (First) (Middle)

C/O THE FAIRCHILD CORPORATION, 1750 TYSONS BOULEVARD, SUITE 1400

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FAIRCHILD CORP [FA]

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Class A Common Stock				(A) or (D) Price	18,800	D	

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 Security (Instr. 3 and 4)
NED Option (Right to Buy) <sup>(3)</sup>	\$ 2.46	03/08/2006		A	1,000	03/08/2006 03/07/2011	Class A Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 2.35					11/13/2001 11/12/2006	Class A Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 2.35					11/13/2002 <sup>(1)</sup> 11/12/2011	Class A Common Stock
Non-Employee Director Stock Option (Right to buy)	\$ 4.99					11/21/2002 11/20/2007	Class A Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 5.11					11/07/2003 11/06/2008	Class A Common Stock
NED Stock Option (Right to Buy) <sup>(3)</sup>	\$ 3.49					02/16/2005 02/15/2010	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERARD STEVEN L C/O THE FAIRCHILD CORPORATION 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102	X			

## Signatures

Steven L.  
Gerard

03/08/2006

\_\_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) Exercisable in 25% annual increments on 11/13/02; 11/13/03; 11/13/04; 11/13/05.
- (2) N/A -- stock option grant.
- (3) NED stands for "Non-Employee Director"

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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