

FAIRCHILD CORP
Form 4
October 28, 2005

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 *
CAPLIN MORTIMER M

(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)
01/11/2005

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/11/2005		G	V	120,364	D	0
Class A Common Stock	01/11/2005		G	V	120,364	A	120,364

The Mortimer and Ruth Caplin Revocable Trust

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.

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(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. Amount or Number of Shares
NED Stock Option (Right to Buy) ⁽⁴⁾	\$ 6					11/20/2000 11/19/2005	Class A Common Stock	1,000
NED Stock Option (Right to Buy) ⁽⁴⁾	\$ 6					11/20/2001 ⁽¹⁾ 11/19/2005	Class A Common Stock	7,500
NED Stock Option (Right to Buy) ⁽⁴⁾	\$ 2.35					11/13/2001 11/12/2006	Class A Common Stock	1,000
NED Stock Option (Right to Buy) ⁽⁴⁾	\$ 2.35					11/13/2002 ⁽²⁾ 11/12/2011	Class A Common Stock	2,000
NED Stock Option (Right to buy) ⁽⁴⁾	\$ 4.99					11/21/2002 11/20/2007	Class A Common Stock	1,000
	\$ 5.11					11/07/2003 11/06/2008		1,000

NED Stock Option (Right to Buy) ⁽⁴⁾					Class A Common Stock	
NED Stock Option \$ 3.49 (Right to Buy) ⁽⁴⁾		02/16/2005	02/15/2010		Class A Common Stock	1,000

Reporting Owners

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

Signatures

Mortimer M.
Caplin

10/28/2005

 **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 11/20/01; 11/20/02; 11/20/03; 11/20/04.
- (2) Exercisable in 25% annual increments on 11/13/02; 11/13/03; 11/13/04; 11/13/05.
- (3) The Mortimer and Ruth Caplin Revocable Trust, which is a revocable trust of which the reporting person and his spouse are the sole trustees and lifetime beneficiaries.
- (4) NED stands for "Non-Employee Director"
- (5) Gift of stock directly owned by the reporting person to The Mortimer and Ruth Caplin Revocable Trust.

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.