

Spirit AeroSystems Holdings, Inc.
 Form 4
 February 26, 2007

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 *
 McManus Neil

(Last) (First) (Middle)

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)
 02/22/2007

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)
 V.P./G.M. Spirit (Europe) Ltd.

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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. Amount or Number of Shares
Class B Common Stock	(1)	02/22/2007		A	4,620	02/22/2008 ⁽²⁾ ⁽³⁾	Class A Common Stock	4,620

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McManus Neil
SPIRIT AEROSYSTEMS HOLDINGS, INC.
3801 SOUTH OLIVER
WICHITA, KS 67210

V.P./G.M. Spirit (Europe) Ltd.

Signatures

/s/ Gloria Farha Flentje, as attorney-in-fact for Neil McManus

02/26/2007

**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 vesting of such shares as described in footnote 2, each share of class B common stock, par value \$0.01, of the issuer (the "Class B

(1) 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) The Class B Common Stock will vest on February 22, 2008, if the recipient of such shares continues to be employed by Spirit AeroSystems Holdings, Inc. at that time.

(3) No expiration.

(4) Convertible on a one-for-one basis.

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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