

FAIRCHILD CORP  
Form 4  
February 18, 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)  
02/16/2005

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 Ownership (Instr. 4)
Class A Common Stock				(A) or (D) Price	120,364	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 6					11/20/2000	11/19/2005	Class A Common Stock	1,000
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 6					11/20/2001 <sup>(1)</sup>	11/19/2005	Class A Common Stock	7,500
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 2.35					11/13/2001	11/12/2006	Class A Common Stock	1,000
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 2.35					11/13/2002 <sup>(2)</sup>	11/12/2011	Class A Common Stock	2,000
NED Stock Option (Right to buy) <sup>(5)</sup>	\$ 4.99					11/21/2002	11/20/2007	Class A Common Stock	1,000
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 5.11					11/07/2003	11/06/2008	Class A Common Stock	1,000
NED Stock Option (Right to Buy) <sup>(5)</sup>	\$ 3.49	02/16/2005		A	1,000	02/16/2005	02/15/2010	Class A Common Stock	1,000
	\$ 3.49	02/16/2005		G <sup>(6)</sup>	V 1,000	02/16/2005	02/15/2010		1,000

NED  
Stock  
Option  
(Right to  
Buy) <sup>(5)</sup>

Class A  
Common  
Stock

NED  
Stock  
Option \$ 3.49  
(Right to  
Buy) <sup>(5)</sup>

02/16/2005

G<sup>(6)</sup> V 1,000

02/16/2005 02/15/2010

Class A  
Common Stock 1,0

## 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

02/16/2005

<sup>(5)</sup>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) N/A -- stock option grant.

(4) 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.

(5) NED stands for "Non-Employee Director"

(6) Gift of stock options 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.

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