Spirit AeroSystems Holdings, Inc. Form 4 November 29, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Mumber: 3235-0287 Washington, D.C. 20549 Check this bax if no longer subject to Section 16. Form 4 or Form 4 or Form 4 or Section 16. Sec instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Check and a present section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). State of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 State of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Public Utility Holding Company Act of 1940 State of the Act of the A	November 2	29, 2006											
UNITED STATES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF if no longer subject to Section 16. Mole : 3235-0287 Statement of CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Mole : 3235-0287 Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Expires: January 31, 2005 Form 4 or Form 5 Form 4 or Form 5 Form 4 or Form 5 Form 16 (a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section any continue. Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting Person 1/2 1. Sucr Name and Ticker or Trading Spirit AeroSystems Holdings, Inc. [SPR] (Check all applicable) (Last) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Act of 172 Outor (Spirit AeroSystems Holdings, Inc. [SPR] (Check all applicable) (Last) (Month/Day/Year) Act Spirit AeroSystems Holdings, Inc. [SPR] (Check All applicable bung) <th>FORM</th> <th>ΛΔ</th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th>OMB A</th> <th>PPROVA</th> <th>۹L</th>	FORM	ΛΔ									OMB A	PPROVA	۹L
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ⁺ 2. Issuer Name and Ticker or Trading Symbol Spirit AcroSystems Holdings, Inc. [SPR] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 300 EAST UNIVERSITY AREA (Street) 4. If Amendment, Date Original Filed/Month/Day/Year) TEMPE, AZ 85280 (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) City (Month/Day/Year) 2. Date of Company Act of 1940 Little of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Code Disposed of (D) Securities Form. Direct Indirect Securities Acquired, Disposed of, or Beneficially Owned Little of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Code Disposed of (D) Securities Form. Direct Indirect Security (Instr. 3) (Month/Day/Year) Code V Amount (D) Price (Instr. 4) (Instr. 4) (Instr. 3) and 4)		UNITED	STATES					NGE	COMMISSIO	0		3235	-0287
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obligations may continue. Section 17(a) of the Public Uility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 JOHNSON ROBERT D 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) 300 EAST UNIVERSITY 11/27/2006	subject Section Form 4	to STATEN 16.									Estimated average burden hours per		
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Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2.A. Deemed Execution Date, if any 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Disposed of (D) 6. Ownership Form: Direct 7. Nature of Indirect (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Disposed of (D) 6. Ownership Form: Direct 7. Nature of Indirect (Month/Day/Year) (Month/Day/Year) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (A) or (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) (A) or Code V Amount (D) Price (Instr. 3) (Instr. 3 and 4)	300 EAST DRIVE, 61	(Month/Day/Year)					Officer (give title Other (specify						
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	Reminder: Re	port on a separate line	e for each cl	ass of sec					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.

 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. Transactio 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Class B Common Stock	<u>(1)</u>	11/27/2006		А	19,314		11/27/2006	(2)	Class A Common Stock	19,314
Class B Common Stock	<u>(1)</u>	11/27/2006		S		19,314	11/27/2006	(2)	Class A Common Stock	19,314

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips				
	Director	10% Owner	Officer	Other			
JOHNSON ROBERT D 300 EAST UNIVERSITY DRIVE 6TH FLOOR EXECUTIVE AREA TEMPE, AZ 85280	Х						
Signatures							
/s/ Gloria Farha Flentje, as attorney- Johnson	r Robert		11/29/2006				
<u>**</u> Signature of Reporting P			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) 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) No expiration.

On December 15, 2005, the reporting person was granted an aggregate of 45,000 shares of restricted Class B Common Stock. The restricted Class B Common Stock vests upon certain liquidity events if certain performance criteria are met. Upon the occurrence of the

(3) Testricted Class B Common Stock vests upon certain inquitity events in certain performance criteria are net. Opon the occurrence of the Issuer?s initial public offering, which was consummated on November 27, 2006, 19,314 shares of restricted Class B Common Stock vested.

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.