

STEINER ERIC I
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STEINER ERIC I

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2000

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

C/O THE FAIRCHILD CORPORATION, 1750 TYSONS BLVD., SUITE 1400

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (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)			
Class A Common Stock				Code V Amount (D) Price	105,270	D	
Class A Common Stock					80,000	I	Held as Trustee of The Steiner Children's Trust
Class A Common Stock	04/12/2000		S	10,000 D \$ 6.9631	0	I	E&P Steiner Family

			Investment LLC
Class A Common Stock	16,860	I	401K Plan
Class B Common Stock	15,000	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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>					<u>(2)</u>	<u>(3)</u>	Class A Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 6.5625					09/19/2001 ⁽⁸⁾	09/18/2005	Class A Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 3.1					09/21/2002 ⁽⁴⁾	09/20/2006	Class A Common Stock	42,888
Employee Stock Option	\$ 5.03					09/20/2003 ⁽⁵⁾	09/19/2007	Class A Common Stock	26,400

(Right to Buy)

DCUs ⁽⁶⁾	<u>(7)</u>	02/28/2010 ⁽⁹⁾	02/28/2010 ⁽⁹⁾	Class A Common Stock	25,545
DCUs ⁽⁶⁾	<u>(7)</u>	02/28/2010 ⁽⁹⁾	02/28/2010 ⁽⁹⁾	Class A Common Stock	4,027
DCUs ⁽⁶⁾	<u>(7)</u>	02/28/2010 ⁽⁹⁾	02/28/2010 ⁽⁹⁾	Class A Common Stock	1,666
DCUs ⁽⁶⁾	<u>(7)</u>	02/28/2010 ⁽⁹⁾	02/28/2010 ⁽⁹⁾	Class A Common Stock	11,328
DCUs ⁽⁶⁾	<u>(7)</u>	02/28/2010 ⁽⁹⁾	02/28/2010 ⁽⁹⁾	Class A Common Stock	1,260

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEINER ERIC I C/O THE FAIRCHILD CORPORATION 1750 TYSONS BLVD., SUITE 1400 MCLEAN, VA 22102	X	X	President and COO	

Signatures

Eric I. Steiner 11/16/2005
 **Signature of Date
 Reporting Person

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) One share Class A Common for one share Class B Common
- (2) Immediately exercisable.
- (3) No expiration date.
- (4) Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (5) Exercisable in 25% annual increments on 9/20/03; 9/20/04; 9/20/05; 9/20/2006.
- (6) The Reporting Person elected to defer receipt of shares of common stock issuable upon exercise of his options, resulting in the accrual to his account of a corresponding no. of Deferred Compensation Units ("DCUs").
- (7) One share Class A Common Stock for 1 Deferred Compensation Unit ("DCU").
- (8) Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.

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- (9) On 2/28/05, the Reporting Person, subject to the approval of the Issuer's Compensation Committee, revised the Distribution Date of previously reported DCUs to alter the pay-out date from 2/28/05 to 2/28/10.

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.