

King Michael G
Form 4
January 19, 2011

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 *
King Michael G

2. Issuer Name and Ticker or Trading Symbol
Spirit AeroSystems Holdings, Inc.
[SPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/GM Fuselage Segment

C/O SPIRIT AEROSYSTEMS HOLDINGS, INC., 3801 SOUTH OLIVER

(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

WICHITA, KS 67210

(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 (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	01/14/2011		C		10,000	A	③
Class A Common Stock	01/14/2011		S		10,000 <u>(5)</u>	D	\$ 23.03 <u>(4)</u>
Class A Common Stock	01/19/2011		C		5,895	A	③

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Class A Common Stock	01/19/2011	S	10,000 <u>(5)</u>	D	\$ 24.11 <u>(6)</u>	50,584	D
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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.

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Class B Common Stock	<u>(1)</u>	01/14/2011		C	6,801	02/17/2007 <u>(2)</u>	Class A Common Stock	6,801
Class B Common Stock	<u>(1)</u>	01/14/2011		C	3,199	02/22/2008 <u>(2)</u>	Class A Common Stock	3,199
Class B Common Stock	<u>(1)</u>	01/19/2011		C	313	02/22/2008 <u>(2)</u>	Class A Common Stock	313
Class B Common Stock	<u>(1)</u>	01/19/2011		C	2,040	02/22/2009 <u>(2)</u>	Class A Common Stock	2,040
Class B Common Stock	<u>(1)</u>	01/19/2011		C	3,542	11/27/2006 <u>(2)</u>	Class A Common Stock	3,542

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP/GM Fuselage Segment

King Michael G
C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.
3801 SOUTH OLIVER
WICHITA, KS 67210

Signatures

/s/ Joseph T. Boyle, as attorney-in-fact for Michael G.
King

01/19/2011

__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) Upon vesting, 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.
- (3) Conversion without consideration.
The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.08. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 6, 2010.
The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.21. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

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.