

FAIRCHILD CORP
Form 4
June 25, 2008

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

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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 *
SASSOWER PHILIP S

(Last) (First) (Middle)

PHOENIX FA HOLDINGS,
LLC, 110 EAST 59TH STREET,
SUITE 1901

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2008

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 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 03/12/2008 | | P | | 5,500 | A | \$ 2.3424 | 6,908,088 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 03/13/2008 | | P | | 16,400 | A | \$ 2.3495 | 6,924,488 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| | 03/14/2008 | | P | | 15,500 | A | \$ 2.345 | 6,939,988 | I | |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|--------------|-----------|---|--|
| Class A Common Stock | | | | | | | | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 03/17/2008 | P | 2,200 | A | \$ 2.3218 | 6,942,188 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 03/26/2008 | P | 3,350 | A | \$ 2.35 | 6,945,538 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 03/27/2008 | P | 1,100 | A | \$ 2.35 | 6,946,638 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 04/01/2008 | P | 4,300 | A | \$ 2.35 | 6,950,938 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 04/03/2008 | P | 400 | A | \$ 2.35 | 6,951,338 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 04/04/2008 | P | 1,250 | A | \$ 2.35 | 6,952,588 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 04/04/2008 | P | 4,500 | A | \$ 2.3496 | 6,957,088 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |
| Class A Common Stock | 04/07/2008 | P | 2,200 | A | \$ 2.3441 | 6,959,288 | I | By Phoenix FA Holdings, LLC ⁽¹⁾ |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SASSOWER PHILIP S PHOENIX FA HOLDINGS, LLC 110 EAST 59TH STREET, SUITE 1901 NEW YORK, NY 10022 | X | X | | |

Signatures

Philip S. Sassower 06/25/2008

**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) The Reporting Person disclaims any beneficial ownership of the securities held by Phoenix FA Holdings, LLC, except to the extent of his pecuniary interest therein.

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.