

STEINER ERIC I  
Form 4  
November 16, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEINER ERIC I

(Last) (First) (Middle)

C/O THE FAIRCHILD  
CORPORATION, 1750 TYSONS  
BLVD., 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)

04/12/2000

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)

President and COO

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	Price		
			Code	V	Amount		
						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	\$ 0 6.9631	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	(1)					(2)	(3)	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 <u>(6)</u>	<u>(7)</u>	02/28/2010 <sup>(9)</sup>	02/28/2010 <sup>(9)</sup>	Class A Common Stock	25,545
DCUs <u>(6)</u>	<u>(7)</u>	02/28/2010 <sup>(9)</sup>	02/28/2010 <sup>(9)</sup>	Class A Common Stock	4,027
DCUs <u>(6)</u>	<u>(7)</u>	02/28/2010 <sup>(9)</sup>	02/28/2010 <sup>(9)</sup>	Class A Common Stock	1,666
DCUs <u>(6)</u>	<u>(7)</u>	02/28/2010 <sup>(9)</sup>	02/28/2010 <sup>(9)</sup>	Class A Common Stock	11,328
DCUs <u>(6)</u>	<u>(7)</u>	02/28/2010 <sup>(9)</sup>	02/28/2010 <sup>(9)</sup>	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  
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) 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.

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