

Lewelling John
Form 4
May 08, 2008

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 *
Lewelling John

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)
05/07/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, AeroStructures 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/07/2008		C		10,000	A	(3) 23,008 (5)
Class A Common Stock	05/07/2008		S(6)		5,400	D	\$ 30 17,608 (5)
Class A Common Stock	05/07/2008		S(6)		700	D	\$ 30.01 16,908 (5)

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Class A Common Stock	05/07/2008	S ⁽⁶⁾	100	D	\$ 30.015	16,808 ⁽⁵⁾	D
Class A Common Stock	05/07/2008	S ⁽⁶⁾	1,500	D	\$ 30.02	15,308 ⁽⁵⁾	D
Class A Common Stock	05/07/2008	S ⁽⁶⁾	400	D	\$ 30.03	14,908 ⁽⁵⁾	D
Class A Common Stock	05/07/2008	S ⁽⁶⁾	1,300	D	\$ 30.04	13,608 ⁽⁵⁾	D
Class A Common Stock	05/07/2008	S ⁽⁶⁾	600	D	\$ 30.05	13,008 ⁽⁵⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	<u>(1)</u>	05/07/2008		C	10,000	02/20/2006	<u>(2)</u>	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lewelling John C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.	SVP, AeroStructures Segment

3801 SOUTH OLIVER
WICHITA, KS 67210

Signatures

/s/ Gloria Farha Flentje, as Attorney-in-Fact for John
Lewelling

05/08/2008

__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) 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.
- (4) Includes 7,387 shares of Class B Common Stock which will vest on February 22, 2009, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.

Includes a restricted stock award which will vest annually at a rate of 33% beginning May 5, 2011, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries on each annual vesting date. If the recipient acquires an interest in all shares granted under the issuer's Executive Incentive Plan before 2010, these restricted shares will vest annually at a rate of 33% beginning May 5, 2010, if the recipient of such shares continues to be employed by the issuer or any of its subsidiaries at that time.
- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person on March 10, 2008.

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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