

Spirit AeroSystems Holdings, Inc.  
 Form 4  
 November 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**JOHNSON ROBERT D**

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)  
**300 EAST UNIVERSITY DRIVE, 6TH FLOOR EXECUTIVE AREA**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/27/2006**

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

**TEMPE, AZ 85280**

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

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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>	11/27/2006		A		11/27/2006	<u>(2)</u>	Class A Common Stock	19,314
Class B Common Stock	<u>(1)</u>	11/27/2006		S		11/27/2006	<u>(2)</u>	Class A Common Stock	19,314

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT D 300 EAST UNIVERSITY DRIVE 6TH FLOOR EXECUTIVE AREA TEMPE, AZ 85280			X	

## Signatures

/s/ Gloria Farha Flentje, as attorney-in-fact for Robert Johnson 11/29/2006

\_\_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) On December 15, 2005, the reporting person was granted an aggregate of 45,000 shares of restricted Class B Common Stock. The restricted Class B Common Stock vests upon certain liquidity events if certain performance criteria are met. Upon the occurrence of the Issuer's initial public offering, which was consummated on November 27, 2006, 19,314 shares of restricted Class B Common Stock vested.

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.