

# 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

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

1. Name and Address of Reporting Person* Jeffrey J. Steiner c/o The Fairchild Corporation 45025 Aviation Drive, Suite 400 Dulles VA 20166	2. Issuer Name and Ticker or Trading Symbol The Fairchild Corporation [FA]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  Chairman & CEO
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 12/31/2003	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 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	12/31/2003		G	V	442,754	D	(10)	0	D	
Class A Common Stock	12/31/2003		J (1)		3,193,688	D	(1)	0	I	The Steiner Group LLC
Class A Common Stock								38,500	I	Custodian for his children.
Class A Common Stock								2,400	I	The Jeffrey Steiner Family Foundation. The reporting person disclaims beneficial ownership.
Class A Common Stock								2,644	I	401K
Class B Common Stock	12/31/2003		J (1)		2,533,996	D	(1)	0	I	The Steiner Group LLC
Class B Common Stock								30,000	I	Held as Custodian for his children

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Form 4 (cont.)  
Name and Address of Reporting Person  
Jeffrey J. Steiner  
c/o The Fairchild Corporation  
45025 Aviation Drive, Suite 400  
Dulles VA 20166

Issuer Name and Ticker or Trading Symbol  
The Fairchild Corporation [FA]

Period Of Report  
12/31/2003

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(2)	12/31/2003		J (1)			2,533,996	(3)	(4)	Class A Common Stock	2,533,996	(1)	0	I	The Steiner Group LLC
Class B Common Stock	(2)							(3)	(4)	Class A Common Stock	30,000		30,000	I	Held as Custodian for his children.
Employee Stock Option (Right to Buy)	\$9.68							04/08/1999	05/21/2004	Class A Common Stock	102,505		102,505	D	
Employee Stock Option (Right to Buy)	\$6.5625							09/19/2001 (5)	09/18/2005	Class A Common Stock	45,000		45,000	D	
Employee Stock Option (Right to Buy)	\$3.10							09/21/2002 (6)	09/20/2006	Class A Common Stock	250,000		250,000	D	
Employee Stock Option (Right to Buy)	\$5.03							09/20/2003 (7)	09/19/2007	Class A Common Stock	145,518		145,518	D	
Deferred Compensation Units (8)	(9)							01/20/2004	01/20/2004	Class A Common Stock	33,986		33,986	D	
Deferred Compensation Units (8)	(9)							01/20/2004	01/20/2004	Class A Common Stock	100,845		100,845	D	

Form 4 (cont.)

Name and Address of Reporting Person

Jeffrey J. Steiner  
c/o The Fairchild Corporation  
45025 Aviation Drive, Suite 400  
Dulles VA 20166

Issuer Name and Ticker or Trading Symbol  
The Fairchild Corporation [FA]

Period Of Report  
12/31/2003

Explanation of Responses (cont.)

Explanation of Responses:

- (1) - Effective 12/31/2003, Jeffrey Steiner ceased to be a beneficial owner of shares of the Issuer owned by The Steiner Group LLC, a Delaware limited liability company.
- (2) - 1 share Class A Common Stock for 1 share Class B Common Stock.
- (3) - Immediately exercisable.
- (4) - No expiration date.
- (5) - Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (6) - Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (7) - Exercisable in 25% annual increments on 9/20/03; 9/20/04; 9/20/05; 9/20/06.
- (8) - The Reporting Person elected to defer receipt of shares of common stock issuable upon exercise of his option, resulting in the accrual to his account of a corresponding no. of Deferred Compensation Units.
- (9) - One share Class A Common Stock for one Deferred Compensation Unit.
- (10) - The Reporting Person transferred the shares by gift.

By: /s/ /s/ Donald E. Miller Attorney-in-Fact  
\*\*Signature of Reporting Person

1/5/2004  
Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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.