

# FORM 4

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

OMB APPROVAL

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## 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* John L. Flynn c/o The Fairchild Corporation 1750 Tysons Blvd., Suite 1400 McLean VA 22102	2. Issuer Name and Ticker or Trading Symbol The Fairchild Corporation [FA]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  Senior V.P., CFO & Treasurer
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 02/28/2005	
	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								8,057 (1)	I	401K
Class A Common Stock	02/28/2005		M		20,255	A	(7)	44,623	D	

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  
John L. Flynn  
c/o The Fairchild Corporation  
1750 Tysons Blvd., Suite 1400  
McLean VA 22102

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

Period Of Report  
02/28/2005

**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				
Employee Stock Option (Right to Buy)	\$6.5625							09/19/2001 (2)	09/18/2005	Class A Common Stock	15,000		15,000	D	
Employee Stock Option (Right to Buy)	\$3.10							09/21/2002 (3)	09/20/2006	Class A Common Stock	6,668		6,668	D	
Employee Stock Option (Right to buy)	\$5.03							09/20/2003 (4)	09/19/2007	Class A Common Stock	6,666		6,666	D	
Deferred Compensation Units (5)	(6)	02/28/2005		M			4,027	02/28/2005	02/28/2005	Class A Common Stock	4,027	(7)	0	D	
Deferred Compensation Units (5)	(6)	02/28/2005		M			8,496	02/28/2005	02/28/2005	Class A Common Stock	8,496	(7)	0	D	
Deferred Compensation Units (5)	(6)	02/28/2005		M			630	02/28/2005	02/28/2005	Class A Common Stock	630	(7)	0	D	
Deferred Compensation Units (5)	(6)	02/28/2005		M			7,102	02/28/2005	02/28/2005	Class A Common Stock	7,102	(7)	0	D	

Explanation of Responses:

- (1) - 401K: 651 additional shares acquired through routine acquisitions.
- (2) - Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (3) - Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (4) - Exercisable in 25% annual increments on 9/20/03; 9/20/04; 9/20/05; 9/20/06.
- (5) - 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.

Form 4 (cont.)

Name and Address of Reporting Person

John L. Flynn  
c/o The Fairchild Corporation  
1750 Tysons Blvd., Suite 1400  
McLean VA 22102

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

Period Of Report  
02/28/2005

Explanation of Responses (cont.)

(6) - 1 share Class A Common Stock for 1 DCU

(7) - N/A: DCU pay-outs in the form of one share of Fairchild Class A Common Stock for each Deferred Compensation Unit.

By: John L. Flynn

\*\*Signature of Reporting Person

2/28/2005

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.

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