Lewelling John Form 4 March 05, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lewelling John Issuer Symbol Spirit AeroSystems Holdings, Inc. (Check all applicable) [SPR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O SPIRIT AEROSYSTEMS 03/02/2012 SVP/Corporate Strategy HOLDINGS, INC., 3801 SOUTH **OLIVER** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WICHITA, KS 67210 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (D) or (Month/Day/Year) (Instr. 8) Owned Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Price Amount (D) Class A 144,623 Common 03/02/2012 \mathbf{C} 61,304 Α (3) D Stock Class A \$ Common 03/02/2012 S 61,304 D 23.86 83,319 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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)	Transaction Code S (Instr. 8) A (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>	03/02/2012		C	41,371	02/20/2006	(2)	Class A Common Stock	41,371
Class B Common Stock	<u>(1)</u>	03/02/2012		С	12,546	02/22/2008	(2)	Class A Common Stock	12,546
Class B Common Stock	<u>(1)</u>	03/02/2012		С	7,387	02/22/2009	(2)	Class A Common Stock	7,387

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SVP/Corporate Strategy

Lewelling John

C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.

3801 SOUTH OLIVER

WICHITA, KS 67210

Signatures

/s/ Joseph T. Boyle, as attorney-in-fact for John Lewelling

03/05/2012

**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) Upon vesting, 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.

Reporting Owners 2

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- (3) Conversion without consideration.
 - The price reported reflects a weighted average price. This transaction was executed in multiple trades at prices ranging from \$23.72 to
- (4) \$24.05. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the ransaction was effected.

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.