

FAIRCHILD CORP  
Form 4  
June 25, 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 \*  
Goren Andrea

(Last) (First) (Middle)

PHOENIX FA HOLDINGS,  
LLC, 110 EAST 59TH STREET,  
SUITE 1901

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FAIRCHILD CORP [FA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            | 03/12/2008                           |  | P                              | 5,500 A   | \$ 2.3424 6,908,088   | I  | By Phoenix FA Holdings, LLC <sup>(1)</sup> |
| Class A Common Stock            | 03/13/2008                           |  | P                              | 16,400 A  | \$ 2.3495 6,924,488   | I  | By Phoenix FA Holdings, LLC <sup>(1)</sup> |
|                                 | 03/14/2008                           |  | P                              | 15,500 A  | \$ 2.345 6,939,988  | I  |  |

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|                            |            |   |       |   |              |           |   |  |
|----------------------------|------------|---|-------|---|--------------|-----------|---|--|
| Class A<br>Common<br>Stock |            |   |       |   |              |           |   | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/17/2008 | P | 2,200 | A | \$<br>2.3218 | 6,942,188 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/26/2008 | P | 3,350 | A | \$ 2.35      | 6,945,538 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/27/2008 | P | 1,100 | A | \$ 2.35      | 6,946,638 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 04/01/2008 | P | 4,300 | A | \$ 2.35      | 6,950,938 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 04/03/2008 | P | 400   | A | \$ 2.35      | 6,951,338 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 04/04/2008 | P | 1,250 | A | \$ 2.35      | 6,952,588 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 04/04/2008 | P | 4,500 | A | \$<br>2.3496 | 6,957,088 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 04/07/2008 | P | 2,200 | A | \$<br>2.3441 | 6,959,288 | I | By<br>Phoenix<br>FA<br>Holdings,<br>LLC <sup>(1)</sup> |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Goren Andrea<br>PHOENIX FA HOLDINGS, LLC<br>110 EAST 59TH STREET, SUITE 1901<br>NEW YORK, NY 10022 | X             | X         |         |       |

## Signatures

Andrea Goren                      06/25/2008  
 \_\_Signature of                      Date  
 Reporting Person

## 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) The Reporting Person disclaims any beneficial ownership of the securities held by Phoenix FA Holdings, LLC, except to the extent of his pecuniary interest therein.

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.