

Marnick Samantha J.  
 Form 3  
 January 14, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Marnick Samantha J.                       |         | (Month/Day/Year)                     | Spirit AeroSystems Holdings, Inc. [SPR]                                    |  |
| (Last)                                    | (First) | (Middle)                             | 01/04/2011   |  |
| 3801 SOUTH OLIVER                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WICHITA, KS 67210                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP, Corp. Admin. and HR   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 20,381 <sup>(1)</sup>                                 | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                      |       |       |                            |        |        |            |   |
|----------------------|-------|-------|----------------------------|--------|--------|------------|---|
|                      |       |       |                            | Shares |        | (I)        |   |
|                      |       |       |                            |        |        | (Instr. 5) |   |
| Class B Common Stock | Â (3) | Â (4) | Class A<br>Common<br>Stock | 6,766  | \$ (2) | D          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Marnick Samantha J.<br>3801 SOUTH OLIVER<br>WICHITA, KS 67210 | Â             | Â         | Â SVP, Corp. Admin. and HR | Â     |

## Signatures

/s/ Joseph T. Boyle, as attorney-in-fact for Samantha J. Marnick 01/14/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 4,742 shares of restricted stock that will vest on May 5, 2011, (ii) 2,053 shares of restricted stock that will vest on May 4, 2012, (iii) 4,740 shares of restricted stock that will vest on May 5, 2012, (iv) 2,053 shares of restricted stock that will vest on May 4, 2013, (v) 4,740 shares of restricted stock that will vest on May 5, 2013 and (vi) 2,053 shares of restricted stock that will vest on May 4, 2014, in each case, if the Reporting Person continues to be employed by the Issuer or any of its subsidiaries on each such vesting date.
  - (2) 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").  
 These shares were granted to the Reporting Person under the Issuer's Executive Incentive Plan ("EIP"), which is generally described in the Issuer's Form S-1 filed on November 17, 2006 and the Issuer's proxy statement filed on March 25, 2010. Such shares will vest upon (a) satisfaction of the remainder of a ratable five-year service requirement; and (b) the earliest of (i) a liquidity event as defined in the EIP, (ii) June 16, 2015, or (iii) such time as a participant incurs income tax liability under applicable law with respect to the shares, but for this purpose only to the extent that shares are to be sold to pay a participant's withholding tax liability (as generally described in the Issuer's Form 8-K filed on October 22, 2008).
  - (4) No expiration.

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.