

Spirit AeroSystems Holdings, Inc.

Form 3/A

December 21, 2006

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 *

Carlisle Donald R

(Last) (First) (Middle)

3330 N. MINGO ROAD

(Street)

TULSA, OK 74116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/20/2006

3. Issuer Name and Ticker or Trading Symbol

Spirit AeroSystems Holdings, Inc. [SPR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

V.P./G.M. Aero Structures

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

11/20/2006

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 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)

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

SEC 1473 (7-02)

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.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class B Common Stock ⁽¹⁾ <u>(2)</u>	Â ⁽³⁾	Â ⁽⁴⁾	Class A Common Stock	12,600	\$ ⁽⁵⁾	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlisle Donald R 3330 N. MINGO ROAD TULSA, OK 74116	Â	Â	Â V.P./G.M. Aero Structures	Â

Signatures

/s/ Gloria Farha Flentje, as attorney-in-fact for Donald Carlisle

12/21/2006

 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) This Form 3/A is an amendment to a Form 3 filed on November 20, 2006. This amendment includes additional shares of class B common stock, par value \$0.01 ("Class B Common Stock"), of the issuer held by the reporting person at the time of the original filing.
- (2) After the vesting of such shares as described in footnote 3, each share of Class B Common Stock will be 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.
- (3) The Class B Common Stock will vest on February 17, 2007 if the recipient of such shares continues to be employed by Spirit AeroSystems Holdings, Inc. at that time.
- (4) No expiration.
- (5) Convertible on a one-for-one basis.

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.