

Spirit AeroSystems Holdings, Inc.
 Form 4
 May 12, 2015

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 *
 Marnick Samantha J.

2. Issuer Name and Ticker or Trading Symbol
 Spirit AeroSystems Holdings, Inc.
 [SPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/CAO

C/O SPIRIT AEROSYSTEMS HOLDINGS, INC., 3801 SOUTH OLIVER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WICHITA, KS 67210

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Class A Common Stock	05/08/2015		F		2,255 <u>(1)</u>	D	Indirect Beneficial Ownership (Instr. 4)
					\$ 53.22 <u>(2)</u>		
Class A Common Stock	05/08/2015		F		1,970 <u>(3)</u>	D	Indirect Beneficial Ownership (Instr. 4)
					\$ 53.22 <u>(2)</u>		
Class A Common Stock	05/10/2015		F		1,972 <u>(1)</u>	D	Indirect Beneficial Ownership (Instr. 4)
					\$ 53.22 <u>(4)</u>		

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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. 3 and 4)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marnick Samantha J.
C/O SPIRIT AEROSYSTEMS HOLDINGS, INC.
3801 SOUTH OLIVER
WICHITA, KS 67210

SVP/CAO

Signatures

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

05/12/2015

__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) Constitutes shares withheld by the Issuer to satisfy the Reporting Person's withholding tax obligations in connection with the vesting of shares granted to the Reporting Person under the Issuer's Long-Term Incentive Plan.
- (2) The price reported reflects an average of the high and low trading prices on May 8, 2015, the vesting date.
- (3) Constitutes shares withheld by the Issuer to satisfy the Reporting Person's withholding tax obligations in connection with the vesting of shares granted to the Reporting Person under the Issuer's Omnibus Incentive Plan.
- (4) The price reported reflects an average of the high and low trading prices on May 8, 2015, the last trading day before the vesting date.

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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