

L 3 COMMUNICATIONS HOLDINGS INC
 Form 3
 August 17, 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Adams Jimmie V		(Month/Day/Year)	L 3 COMMUNICATIONS HOLDINGS INC [LLL]	
(Last)	(First)	(Middle)	08/15/2006	
C/O L-3 COMMUNICATIONS CORPORATION,Â 600 THIRD AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)	
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	_X_ Form filed by One Reporting Person	
	(give title below) (specify below)		___ Form filed by More than One Reporting Person	
	Senior VP - Washington OPS			
NEW YORK,Â NYÂ 10016				
(City)	(State)	(Zip)		

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)
Common Stock	6,186 ⁽¹⁾	D	Â

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
11/15/2001 Stock Option	Â (2)	11/15/2011	Common Stock	10,000	\$ 39.695	D	Â
3/4/2003 Stock Option	Â (2)	03/04/2013	Common Stock	10,000	\$ 35.6	D	Â
11/10/2004 Stock Option	Â (3)	11/10/2014	Common Stock	13,333	\$ 68.16	D	Â
8/2/2006 Stock Option	Â (4)	08/02/2016	Common Stock	15,000	\$ 72.2	D	Â
8/2/2006 Restricted Stock Units	Â (5)	Â (6)	Common Stock	1,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Jimmie V C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	Â	Â	Â Senior VP - Washington OPS	Â

Signatures

/s/ Christopher C.
Cambria

08/16/2006

**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) Does not include options to purchase 20,000 shares of common stock, which options are exercisable within 60 days of August 15, 2006.
- (2) The remaining portion of this option vested on the three-year anniversary of the grant date.
- (3) The remaining portion of this option vests in equal annual increments on November 10, 2006 and 2007.
- (4) This option vests in annual one-third increments over the three-year period following the date of issuance.
- (5) These units vest on the three-year anniversary of the grant date. Each unit represents the contingent right to receive, upon vesting, one share of the Issuer's common stock.
- (6) Not applicable.

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.