

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

August 07, 2013

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 *
Mega John S

2. Issuer Name and Ticker or Trading Symbol
L 3 COMMUNICATIONS HOLDINGS INC [LLL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See remarks

C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD AVENUE

(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

NEW YORK, NY 10016

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/06/2013		M		14,849 A \$ 70.53	31,088 (6) (7)	D
Common Stock	08/06/2013		S		14,849 D \$ 93.23 (1)	16,239 (6) (7)	D
Common Stock	08/06/2013		M		12,424 A \$ 86.41	28,663 (6) (7)	D
Common Stock	08/06/2013		S		12,424 D \$ 93 (2)	16,239 (6) (7)	D

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Common Stock	08/06/2013	M	12,524	A	\$ 69.18	28,763	<u>(6)</u> <u>(7)</u>	D
Common Stock	08/06/2013	S	12,524	D	\$ 93.02 <u>(3)</u>	16,239	<u>(6)</u> <u>(7)</u>	D
Common Stock	08/06/2013	M	8,349	A	\$ 72.09	24,588	<u>(6)</u> <u>(7)</u>	D
Common Stock	08/06/2013	S	8,349	D	\$ 93.33 <u>(4)</u>	16,239	<u>(6)</u> <u>(7)</u>	D
Common Stock	08/06/2013	M	7,305	A	\$ 75.32	23,544	<u>(6)</u> <u>(7)</u>	D
Common Stock	08/06/2013	S	7,305	D	\$ 93.05 <u>(5)</u>	16,239	<u>(6)</u> <u>(7)</u>	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
07/28/2009 Employee Stock Option (Right to Buy)	\$ 70.53	08/06/2013		M	14,849	<u>(8)</u>	07/28/2019	Common Stock	14,849
02/23/2010 Employee Stock Option (Right to	\$ 86.41	08/06/2013		M	12,424	<u>(8)</u>	02/23/2020	Common Stock	12,424

Buy)

08/02/2006

Employee

Stock
Option

\$ 69.18

08/06/2013

M

12,524

(8)

08/02/2016

Common
Stock

12,524

(Right to
Buy)

03/15/2005

Employee

Stock
Option

\$ 72.09

08/06/2013

M

8,349

(8)

03/15/2015

Common
Stock

8,349

(Right to
Buy)

10/10/2005

Employee

Stock
Option

\$ 75.32

08/06/2013

M

7,305

(8)

10/10/2015

Common
Stock

7,305

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Mega John S
C/O L-3 COMMUNICATIONS CORPORATION
600 THIRD AVENUE
NEW YORK, NY 10016

See remarks

Signatures

/s/ Allen E. Danzig as
Attorney-in-Fact

08/07/2013

**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).

Represents weighted average sale price for price increments ranging from \$93.21 to \$93.25. The Reporting Person undertakes to provide,
(1) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents weighted average sale price for price increments ranging from \$93.00. to \$93.06. The Reporting Person undertakes to provide,
(2) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents weighted average sale price for price increments ranging from \$92.88 to \$93.17. The Reporting Person undertakes to provide,
(3) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4)

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Represents weighted average sale price for price increments ranging from \$93.33 to \$93.34. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (5) Represents weighted average sale price for price increments ranging from \$93.03 to \$93.12. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) Does not include shares issuable upon the exercise of options.
- (7) Reflects additional shares acquired through the Company's Employee Stock Purchase Plan and Master Savings (401(k)) Plan.
- (8) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Senior Vice President and President of Microwave Group

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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