L 3 COMMUNICATIONS HOLDINGS INC

Form 4

August 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMON ARTHUR L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

L 3 COMMUNICATIONS **HOLDINGS INC [LLL]**

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner Officer (give title Other (specify

08/02/2013

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10016

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2013		Code V M	Amount 2,609		Price \$ 67.32	(Instr. 3 and 4) 14,041 (4)	D	
Common Stock	08/02/2013		S	2,609	D	\$ 93.97 (1)	11,432 (4)	D	
Common Stock	08/02/2013		M	2,609	A	\$ 81.73	14,041 (4)	D	
Common Stock	08/02/2013		S	2,609	D	\$ 93.93	11,432 (4)	D	

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					(2)			
Common Stock	08/02/2013	M	3,332	A	\$ 84.14 14,764 (4)	D		
Common Stock	08/02/2013	S	3,332	D	\$ 93.9 (3) 11,432 (4)	D		

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

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SEC 1474

(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. Transacti Code (Instr. 8)	Cransaction Derivative Code Securities		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
04/26/2005 Director Stock Option (Right to Buy)	\$ 67.32	08/02/2013		М		2,609	<u>(5)</u>	04/26/2015	Common Stock	2,609
04/25/2006 Director Stock Option (Right to Buy)	\$ 81.73	08/02/2013		М		2,609	<u>(5)</u>	04/26/2016	Common Stock	2,609
04/02/2007 Director Stock Option (Right to Buy)	\$ 84.14	08/02/2013		M		3,332	(5)	04/02/2017	Common Stock	3,332

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SIMON ARTHUR L C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016

X

Signatures

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

08/05/2013

**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 \$93.95 to \$94.00. 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.
- Represents weighted average sale price for price increments ranging from \$93.66 to \$93.96. 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.
 - Represents weighted average sale price for price increments ranging from \$93.73 to \$93.96. 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) Does not include shares issuable upon the exercise of options.
- (5) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

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.

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