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MILLARD F	ROBERT B										
Form 4											
April 30, 200									OMB AF	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no long								Expires:	January 31, 2005		
subject to Section 1 Form 4 o		GES IN I SECUR	Estimated average burden hours per response								
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1'	7(a) of the	Public Ut		ling Con	npang	y Act of	e Act of 1934, E 1935 or Section 40	1		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> MILLARD ROBERT B			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) C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD			3. Date of Earliest Transaction (Month/Day/Year) 04/28/2009					X_ Director 10% Owner Officer (give title Other (specify below) below)			
AVENUE											
	(Street) 4. If Amendr Filed(Month/				-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10016							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)			
Common Stock	04/28/2009(1)			А	493	А	⁽²⁾	82,134 <u>(3)</u>	D		
Common Stock	04/28/2009			А	1,317 (4)	А	\$0	83,451 <u>(3)</u>	D		

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

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number.

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. Transactic Code (Instr. 8)	5. ofNumber 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)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
Repo	rting O	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
MILLARD ROBERT B C/O L-3 COMMUNICATIONS CORPORA' 600 THIRD AVENUE NEW YORK, NY 10016	TION	Х					
Signatures							
/s/ Allen E. Danzig as Attorney-in-Fact	04/30/2	2009					
**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) Date on which the Reporting Person became entitled to receive shares of the Issuer (in lieu of cash) for service as a director ("Compensation Date").
- (2) Closing price per share of the Issuer's Common Stock on the Compensation Date.
- (3) Does not include shares issuable upon the exercise of options.

Grant of restricted stock units ("RSUs") that vest on the earlier of (a) the one-year anniversary of the grant date or (b) the date of the Issuer's next regular annual stockholders meeting. Vested RSUs do not convert into shares of Common Stock until the date on which a

(4) Issuer's next regular annual stockholders meeting. Vested RSOS do not convert into shares of common stock until the date on which a Reporting Person ceases to be a director of the Issuer. Dividends are reinvested, resulting in an increase in the number of RSUs subject to the award.

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.