Azmon Dan Form 4 March 04, 2010

FORM 4

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

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Azmon Dan

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)

C/O L-3 COMMUNICATIONS

(First)

(Middle)

(Zip)

CORPORATION, 600 THIRD **AVENUE**

3. Date of Earliest Transaction

(Month/Day/Year) 03/03/2010

Director 10% Owner X_ Officer (give title Other (specify below)

See General Remarks

(Street)

(State)

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

Table I. Non-Davinetine Committee Assuring Disposed of an Daveficially Commed

NEW YORK, NY 10016

(City)	(State)	Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	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)		sed of 4 and (A) or	` '	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 Beneficial Ownership (Instr. 4)
Common Stock	03/03/2010		M M	1,167	A	\$ 78.6	8,127 (1) (2)	D	
Common Stock	03/03/2010		S	1,167	D	\$ 92.64	6,960 (1) (2)	D	
Common Stock	03/03/2010		M	1,166	A	\$ 72.2	8,126 (1) (2)	D	
Common Stock	03/03/2010		S	1,166	D	\$ 92.6619 (3)	6,960 (1) (2)	D	

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

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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)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		11 33 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
10/10/05 Employee Stock Option (Right to Buy)	\$ 78.6	03/03/2010		M	1,167	<u>(4)</u>	10/10/2015	Common Stock	1,167	
08/02/06 Employee Stock Option (Right to Buy)	\$ 72.2	03/03/2010		M	1,166	<u>(4)</u>	08/02/2016	Common Stock	1,166	

Reporting Owners

Reporting Owner Name / Address			Keiationsnips	
	ъ.	1000 0	0.00	0.1

Director 10% Owner Officer Other

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

See General Remarks

Signatures

/s/ Allen E. Danzig as Attorney-in-Fact 03/04/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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) Does not include shares issuable upon the exercise of options.
- (2) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan and grants of Restricted Stock Units.
- (3) Represents weighted average selling price of 11 transactions executed on the same date within a range of \$92.66 and \$92.67.
- (4) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Controller and Principal Accounting Officer

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.