

Kantor Steven  
Form 4  
February 22, 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 \*  
Kantor Steven

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)  
02/20/2013

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/20/2013		A		2,181 <sup>(1)</sup> A \$ 0 26,287 <sup>(2) (3)</sup>	D	
Common Stock	02/20/2013		F		1,125 <sup>(4)</sup> D \$ 77 25,162 <sup>(2) (3)</sup>	D	
Common Stock	02/20/2013		A		862 <sup>(5)</sup> A \$ 0 26,024 <sup>(2) (3)</sup>	D	
Common Stock	02/20/2013		F		445 <sup>(4)</sup> D \$ 77 25,579 <sup>(2) (3)</sup>	D	



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- (4) Represents the number of common shares surrendered to pay applicable tax withholding on the performance units.
- (5) Represents shares acquired through the vesting of performance units settled in common stock. The performance shares were granted on April 27, 2010.
- (6) 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 Electronic Systems 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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