### L 3 COMMUNICATIONS HOLDINGS INC

Form 4

February 27, 2008

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

**OMB** Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STRIANESE MICHAEL T Issuer Symbol L 3 COMMUNICATIONS (Check all applicable) **HOLDINGS INC [LLL]** 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O L-3 COMMUNICATIONS 02/25/2008 President and CEO

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) Tabl	le I - Non-I	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
Se	Fitle of curity astr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		sed of	` '	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)
	ommon ock	02/25/2008		S	600	D	\$ 108.155	35,475 (1) (2)	D	
	ommon ock	02/25/2008		S	700	D	\$ 108.15	34,775 (1) (2)	D	
	ommon ock	02/25/2008		S	900	D	\$ 108.145	33,875 (1) (2)	D	
	ommon ock	02/25/2008		S	200	D	\$ 108.14	33,675 (1) (2)	D	
		02/25/2008		S	300	D		33,375 (1) (2)	D	

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Common Stock					\$ 108.135	
Common Stock	02/25/2008	S	100	D	\$ 108.13 33,275 (1) (2) D	)
Common Stock	02/25/2008	S	1,100	D	\$ 108.12 32,175 (1) (2) D	)
Common Stock	02/25/2008	S	300	D	\$ 108.11 31,875 (1) (2) D	)
Common Stock	02/25/2008	S	2,700	D	\$ 108.1 29,175 (1) (2) D	)
Common Stock	02/25/2008	S	700	D	\$ 108.097 28,475 (1) (2) D	)
Common Stock	02/25/2008	S	2,000	D	\$ 108.095 26,475 (1) (2) D	)
Common Stock	02/25/2008	S	600	D	\$ 108.08 25,875 (1) (2) D	)
Common Stock	02/25/2008	S	700	D	\$ 25,175 (1) (2) D	)
Common Stock	02/25/2008	S	100	D	\$ 108.04 25,075 (1) (2) D	)
Common Stock	02/25/2008	S	300	D	\$ 108.03 24,775 (1) (2) D	)
Common Stock	02/25/2008	S	100	D	\$ 108.02 24,675 (1) (2) D	)
Common Stock	02/25/2008	S	800	D	\$ 108.01 23,875 (1) (2) D	)
Common Stock	02/25/2008	S	400	D	\$ 107.99 23,475 (1) (2) D	)
Common Stock	02/25/2008	S	100	D	\$ 107.98 23,375 (1) (2) D	)
Common Stock	02/25/2008	S	300	D	\$ 107.96 23,075 (1) (2) D	)
Common Stock	02/25/2008	S	2,000	D	\$ 107.95 21,075 (1) (2) D	)
Common Stock	02/25/2008	S	400	D	\$ 107.93 20,675 (1) (2) D	)
Common Stock	02/25/2008	S	100	D	\$ 20,575 (1) (2) D	)
Common Stock	02/25/2008	S	800	D	\$ 107.92 19,775 (1) (2) D	)
	02/25/2008	S	700	D	\$ 107.91 19,075 (1) (2) D	)

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Common Stock

Common Stock S 900 D \$107.9 \$18,175 (1) 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. Transactio Code (Instr. 8)	5. Number of or 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
1/19/99 Employee Stock Option (Right to Buy)	\$ 20.25	02/25/2008		M	25,000	<u>(3)</u>	01/19/2009	Common Stock	25,000
10/25/99 Employee Stock Option (Right to Buy)	\$ 18.75	02/25/2008		M	2,000	(3)	10/25/2009	Common Stock	2,000
11/15/2001 Employee Stock Option (Right to Buy)	\$ 39.695	02/25/2008		M	23,000	<u>(3)</u>	11/15/2011	Common Stock	23,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Reporting Owners 3

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Director 10% Owner Officer Other

STRIANESE MICHAEL T C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016

X President and CEO

## **Signatures**

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

02/27/2008

\*\*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) 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) 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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