Leidos Holdings, Inc. Form 4 October 08, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

Issuer

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

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

response... 0.5

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

SOPP MARK W

1. Name and Address of Reporting Person *

SOPP MARK W			Symbol Leidos Holdings, Inc. [LDOS]					(Check all applicable)			
11951 FREEDOM DRIVE			(Month/Day/Year) 10/04/2013					Director 10% OwnerX Officer (give title Other (specify below) Executive VP and CFO			
	4.	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
RESTON,	Fil	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
		(B')						Person			
(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 Da any (Month/Day/	Code (D)			5. Amount of Securities Beneficially Owned Owned Following Reported Transaction(s) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	10/04/2013			A	12,237 (1)	A	\$0	49,175.4102	I	By Key Executive Stock Deferral Plan	
Common Stock								17,174	D		
Common Stock								212	I	By Retirement Plan	

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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	any (Month/Day/Year)		4. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Option (Right to Buy)	\$ 45.97	10/04/2013		A	19,667	10/04/2016	10/03/2020	Common Stock	19,667

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SOPP MARK W

11951 FREEDOM DRIVE Executive VP and CFO

RESTON, VA 20190

Signatures

/s/ Raymond L. Veldman, Attorney-in-Fact

**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) Restricted share units, which vest on October 4, 2016.

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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