

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

March 03, 2015

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 *
Rose Leslie

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)
02/27/2015

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/27/2015		M		6,262 A \$ 95.42	20,384 ⁽¹⁾	D
Common Stock	02/27/2015		S		6,262 D \$ 129.74	14,122 ⁽¹⁾	D
					⁽²⁾		
Common Stock	03/02/2015		M		8,614 A \$ 92.31	22,736 ⁽¹⁾	D
Common Stock	03/02/2015		S		8,614 D \$ 131	14,122 ⁽¹⁾	D

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Common Stock	03/02/2015	M	4,992	A	\$ 70.53	19,114 ⁽¹⁾	D
Common Stock	03/02/2015	S	4,992	D	\$ 130.91 ⁽³⁾	14,122 ⁽¹⁾	D
Common Stock	03/02/2015	M	6,812	A	\$ 67.49	20,934 ⁽¹⁾	D
Common Stock	03/02/2015	S	6,812	D	\$ 130.69 ⁽⁴⁾	14,122 ⁽¹⁾	D

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

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(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. Transaction Code (Instr. 8)	5. Number 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)	8. Amount or Number of Shares
8/1/2007 Employee Stock Option (Right to Buy)	\$ 95.42	02/27/2015		M	6,262	⁽⁵⁾ 08/01/2017	Common Stock	6,262
7/29/2008 Employee Stock Option (Right to Buy)	\$ 92.31	03/02/2015		M	8,614	⁽⁵⁾ 07/29/2018	Common Stock	8,614
7/28/2009 Employee Stock	\$ 70.53	03/02/2015		M	4,992	⁽⁵⁾ 07/28/2019	Common Stock	4,992

Option
(Right to
Buy)

2/22/2012

Employee

Stock Option (Right to Buy)	\$ 67.49	03/02/2015	M	6,812	<u>(5)</u>	02/22/2022	Common Stock	6,812
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rose Leslie C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016				See Remarks

Signatures

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

03/03/2015

**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.

Represents weighted average sale price for price increments ranging from \$129.59 to \$130.04. The Reporting Person undertakes to

(2) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents weighted average sale price for price increments ranging from \$130.88 to \$130.96. The Reporting Person undertakes to

(3) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents weighted average sale price for price increments ranging from \$130.60 to \$130.91. The Reporting Person undertakes to

(4) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Vice President and President of National Security Solutions

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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