

STRIANESE MICHAEL T
Form 4
February 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STRIANESE MICHAEL T

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)
Chairman, President and CEO

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)
Common Stock	02/20/2013		A	(A) or (D) Amount: 23,752 (1)	\$ 0 189,623 (2) (3)	D	
Common Stock	02/20/2013		F	(A) or (D) Amount: 12,249 (4)	\$ 77 177,374 (2) (3)	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)

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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)	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 Number Shares
02/24/11 Employee Stock Option (Right to Buy)	\$ 76.82	02/20/2013 ⁽⁵⁾		A	248,015	⁽⁷⁾ 02/24/2021	Common Stock 248,015
02/22/12 Employee Stock Option (Right to Buy)	\$ 67.49	02/20/2013 ⁽⁶⁾		A	256,528	⁽⁷⁾ 02/22/2022	Common Stock 256,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRIANESE MICHAEL T C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	X		Chairman, President and CEO	

Signatures

/s/ Allen E. Danzig as
Attorney-in-Fact
**Signature of Reporting Person

02/22/2013
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) Represents shares acquired through the vesting of performance units settled in common stock. The performance shares were granted on February 23, 2010.
- (2) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
- (3) Does not include shares issuable upon the exercise of options.
- (4) Represents the number of common shares surrendered to pay applicable tax withholding upon vesting of the performance units.

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- (5) Represents the deemed acquisition of options upon the satisfaction of the relevant performance criteria. These options were granted on February 24, 2011, and were previously reported on a Form 4 prior to the amendment of the option terms to add performance criteria.
- (6) Represents the deemed acquisition of options upon the satisfaction of the relevant performance criteria. These options were granted on February 22, 2012.
- (7) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date, provided certain performance criteria has been met for the fiscal year ended December 31, 2012.

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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