

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

July 30, 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 *
McNellis John

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)
07/29/2013

____ 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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|---|
| Common Stock | 07/29/2013 | | S | 10,200 | D | \$ 92.02 | 17,707 ⁽⁴⁾ ⁽⁵⁾ | D | |
| Common Stock | 07/29/2013 | | M | 28,283 | A | \$ 70.53 | 45,990 ⁽⁴⁾ ⁽⁵⁾ | D | |
| Common Stock | 07/29/2013 | | S | 28,283 | D | \$ 91.75 | 17,707 ⁽⁴⁾ ⁽⁵⁾ | D | |
| Common Stock | 07/29/2013 | | M | 23,237 | A | \$ | 40,944 ⁽⁴⁾ ⁽⁵⁾ | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------|--------|-----------|
| Stock | | | | | | 76.82 | | |
| Common Stock | 07/29/2013 | | S | 23,237 | D | \$ 91.71 (3) | 17,707 | (4) (5) D |
| Common Stock | 07/29/2013 | | M | 12,941 | A | \$ 67.49 | 30,648 | (4) (5) D |
| Common Stock | 07/29/2013 | | S | 12,941 | D | \$ 91.68 | 17,707 | (4) (5) D |
| Common Stock | 07/29/2013 | | M | 6,957 | A | \$ 69.18 | 24,664 | (4) (5) D |
| Common Stock | 07/29/2013 | | S | 6,957 | D | \$ 92 | 17,707 | (4) (5) D |
| Common Stock | 07/29/2013 | | M | 3,914 | A | \$ 71.81 | 21,621 | (4) (5) D |
| Common Stock | 07/29/2013 | | S | 3,914 | D | \$ 92 | 17,707 | (4) (5) D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 or Number of Shares |
| 7/28/2009 Employee Stock Option (Right to Buy) | \$ 70.53 | 07/29/2013 | | M | 28,283 | (6) 07/28/2019 | Common Stock | 28,283 | |
| 02/24/2011 Employee Stock | \$ 76.82 | 07/29/2013 | | M | 23,237 | (6) 02/24/2021 | Common Stock | 23,237 | |

Option
(Right to
Buy)

02/22/2012

Employee

Stock

\$ 67.49

07/29/2013

M

12,941

(6)

02/22/2022

Common
Stock

12,941

Option

(Right to
Buy)

7/12/2005

Employee

Stock

\$ 71.81

07/29/2013

M

3,914

(6)

07/12/2015

Common
Stock

3,914

Option

(Right to
Buy)

8/02/2006

Employee

Stock

\$ 69.18

07/29/2013

M

6,957

(6)

08/02/2016

Common
Stock

6,957

Option

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McNellis John
C/O L-3 COMMUNICATIONS CORPORATION
600 THIRD AVENUE
NEW YORK, NY 10016

See Remarks

Signatures

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

07/30/2013

**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).

Represents weighted average sale price for price increments ranging from \$90.02 to \$90.05. The Reporting Person undertakes to provide,
(1) 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 \$91.65 to \$91.90. The Reporting Person undertakes to provide,
(2) 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 \$91.62 to \$91.90. The Reporting Person undertakes to provide,
(3) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the

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number of shares sold at each separate price.

- (4) Does not include shares issuable upon the exercise of options.
- (5) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan
- (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 Integrated Systems

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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