

Leidos Holdings, Inc.
Form 4
October 21, 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 *
Shea K Stuart

(Last) (First) (Middle)
11951 FREEDOM DRIVE
(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Leidos Holdings, Inc. [LDOS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 | 10/17/2013 | | A | | 3,824 ⁽¹⁾ | A | \$ 0 67,882.1017 | D |
| Common Stock | 10/17/2013 | | A | | 19,727.9473 ⁽²⁾ | A | \$ 0 87,610.049 | D |
| Common Stock | 10/17/2013 | | A | | 19,727.9473 ⁽³⁾ | A | \$ 0 107,337.9963 | D |
| Common Stock | 10/17/2013 | | A | | 425 ⁽¹⁾ | A | \$ 0 13,996.5344 | I |

By Key Executive Stock Deferral Plan

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| | | | | | | | | |
|--------------|------------|---|-------------------|---|------|-------------|---|--------------------------------------|
| Common Stock | 10/17/2013 | A | 2,192.4849 (2) | A | \$ 0 | 16,189.0193 | I | By Key Executive Stock Deferral Plan |
| Common Stock | 10/17/2013 | A | 2,192.4849 (3) | A | \$ 0 | 18,381.5042 | I | By Key Executive Stock Deferral Plan |
| Common Stock | | | | | | 3,333 | I | By Retirement Plan |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shea K Stuart 11951 FREEDOM DRIVE RESTON, VA 20190 | | | President and COO | |

Signatures

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

10/21/2013

__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).
- (1) Represents restricted share units and dividend equivalent rights earned with respect to the first half of fiscal 2014 under the Company's fiscal 2013 to fiscal 2015 performance share program, which vest on January 30, 2015.
- (2) Represents restricted share units and dividend equivalent rights, which vest on April 5, 2016.
- (3) Represents restricted share units and dividend equivalent rights, which vest according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

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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