L 3 COMMUNICATIONS HOLDINGS INC
Form 4
July 30, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
McNellis John

(Last) (First) (Middle)

C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
L 3 COMMUNICATIONS HOLDINGS INC [LLL]

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	07/29/2013		S		10,200	D	$ 92.02 (1)	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 (2)	17,707 (4) (5)	D	
Common	07/29/2013		M		23,237	A	$	40,944 (4) (5)	D	

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.

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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 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 Option (Right to Buy)	$ 67.49	07/29/2013	M	12,941	(6)	02/22/2022	Common Stock	12,941
7/12/2005 Employee Stock Option (Right to Buy)	$ 71.81	07/29/2013	M	3,914	(6)	07/12/2015	Common Stock	3,914
8/02/2006 Employee Stock Option (Right to Buy)	$ 69.18	07/29/2013	M	6,957	(6)	08/02/2016	Common Stock	6,957

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).

(1) Represents weighted average sale price for price increments ranging from $90.02 to $90.05. The Reporting Person undertakes to 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.

(2) Represents weighted average sale price for price increments ranging from $91.65 to $91.90. The Reporting Person undertakes to 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.

(3) Represents weighted average sale price for price increments ranging from $91.62 to $91.90 The Reporting Person undertakes to 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.

(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

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