

L 3 COMMUNICATIONS HOLDINGS INC  
 Form 4  
 February 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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 \*  
 Post Steven M

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See Remarks

(Street)  
 NEW YORK, NY 10016

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/03/2014		M		20,331 A \$ 86.41	39,615 <sup>(4)</sup> <sup>(5)</sup>	D
Common Stock	02/03/2014		S		20,331 D \$ 110.53 <sup>(1)</sup>	19,284 <sup>(4)</sup> <sup>(5)</sup>	D
Common Stock	02/03/2014		M		16,086 A \$ 76.82	35,370 <sup>(4)</sup> <sup>(5)</sup>	D
Common Stock	02/03/2014		S		16,086 D \$ 110.54	19,284 <sup>(4)</sup> <sup>(5)</sup>	D

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(2)

Common Stock 02/03/2014 M 8,319 A \$ 67.49 27,603 (4) (5) D

Common Stock 02/03/2014 S 8,319 D \$ 110.63 19,284 (4) (5) D  
(3)

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
02/23/2010 Employee Stock Option (Right to Buy)	\$ 86.41	02/03/2014		M	20,331	(6) 02/23/2020	Common Stock 20,331
02/24/2011 Employee Stock Option (Right to Buy)	\$ 76.82	02/03/2014		M	16,086	(6) 02/24/2021	Common Stock 16,086
02/22/2012 Employee Stock Option (Right to Buy)	\$ 67.49	02/03/2014		M	8,319	(6) 02/22/2022	Common Stock 8,319

