

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

November 17, 2014

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rose Leslie

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)  
11/14/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/14/2014                              |                                                             | M                                       | 7,653 A                                                             | \$ 69.18 21,826 <sup>(1)</sup> <sup>(2)</sup>                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/14/2014                              |                                                             | S                                       | 7,653 D                                                             | \$ 120 14,173 <sup>(2)</sup>                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/14/2014                              |                                                             | M                                       | 11,480 A                                                            | \$ 75.32 25,653 <sup>(2)</sup>                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/14/2014                              |                                                             | S                                       | 11,480 D                                                            | \$ 120 14,173 <sup>(2)</sup>                                                                                       | D                                                                    |                                                                   |

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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<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                                |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| 8/2/2006<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy)   | \$ 69.18                                                              | 11/14/2014                              |                                                             | M                                       | 7,653                                                                                                        | <u>(3)</u>                                                     | 08/02/2016         | Common<br>Stock                                                     | 7,653                               |
| 10/10/2005<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 75.32                                                              | 11/14/2014                              |                                                             | M                                       | 11,480                                                                                                       | <u>(3)</u>                                                     | 10/10/2015         | Common<br>Stock                                                     | 11,480                              |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |         |             |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                             | Director      | 10% Owner | Officer | Other       |
| Rose Leslie<br>C/O L-3 COMMUNICATIONS CORPORATION<br>600 THIRD AVENUE<br>NEW YORK, NY 10016 |               |           |         | See Remarks |

## Signatures

/s/ Allen E. Danzig as  
Attorney-in-Fact 11/17/2014

\_\_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) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
- (2) Does not include shares issuable upon the exercise of options.
- (3) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

### Remarks:

Vice President and President of National Security Solutions Group

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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