

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

March 03, 2015

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dambrosio Ralph

(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)
02/27/2015

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 ____ Other (specify
below) 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)
Common Stock	02/27/2015		M	5,600	A \$ 70.53 45,662 ⁽¹⁾	D	
Common Stock	02/27/2015		S	5,600	D \$ 129.65 40,062 ⁽¹⁾ ⁽²⁾	D	
Common Stock	03/02/2015		M	27,655	A \$ 70.53 67,717 ⁽¹⁾	D	
Common Stock	03/02/2015		S	27,655	D \$ 130.72 40,062 ⁽¹⁾	D	

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(3)

Common Stock	03/02/2015	M	6,500	A	\$ 95.42	46,562 ⁽¹⁾	D
Common Stock	03/02/2015	S	6,500	D	\$ ⁽⁴⁾ 130.67	40,062 ⁽¹⁾	D
Common Stock	03/02/2015	M	1,000	A	\$ 95.42	41,062 ⁽¹⁾	D
Common Stock	03/02/2015	S	1,000	D	\$ ⁽⁵⁾ 131	40,062 ⁽¹⁾	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
07/28/2009 Employee Stock Option (Right to Buy)	\$ 70.53	02/27/2015		M	5,600	⁽⁶⁾ 07/28/2019	Common Stock 5,600
07/28/2009 Employee Stock Option (Right to Buy)	\$ 70.53	03/02/2015		M	27,655	⁽⁶⁾ 07/28/2019	Common Stock 27,655
8/01/2007 Employee Stock Option	\$ 95.42	03/02/2015		M	7,500	⁽⁶⁾ 08/01/2017	Common Stock 7,500

