L 3 COMMUNICATIONS HOLDINGS INC
Form 4
February 27, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
STRIANESE MICHAEL T

(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)
02/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

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	02/25/2008		M		25,000	A	$ 20.25	43,175 (1) (2)	D	
Common Stock	02/25/2008		M		2,000	A	$ 18.75	45,175 (1) (2)	D	
Common Stock	02/25/2008		M		23,000	A	$ 39.695	68,175 (1) (2)	D	
Common Stock	02/25/2008		S		100	D	$ 108.56	68,075 (1) (2)	D	
	02/25/2008		S		4,300	D	$ 108.55	63,775 (1) (2)	D	

Common Stock							
Common Stock	02/25/2008	S	300	D	$ 108.54	63,475 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 108.52	63,375 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 107.76	63,275 (1) (2)	D
Common Stock	02/25/2008	S	2,500	D	$ 107.755	60,775 (1) (2)	D
Common Stock	02/25/2008	S	1,600	D	$ 108.5	59,175 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 108.47	59,075 (1) (2)	D
Common Stock	02/25/2008	S	4,100	D	$ 108.46	54,975 (1) (2)	D
Common Stock	02/25/2008	S	200	D	$ 108.45	54,775 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 108.44	54,675 (1) (2)	D
Common Stock	02/25/2008	S	132	D	$ 108.43	54,543 (1) (2)	D
Common Stock	02/25/2008	S	300	D	$ 108.42	54,243 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 108.41	54,143 (1) (2)	D
Common Stock	02/25/2008	S	500	D	$ 107.795	53,643 (1) (2)	D
Common Stock	02/25/2008	S	2,800	D	$ 107.785	50,843 (1) (2)	D
Common Stock	02/25/2008	S	200	D	$ 107.78	50,643 (1) (2)	D
Common Stock	02/25/2008	S	100	D	$ 107.775	50,543 (1) (2)	D
Common Stock	02/25/2008	S	300	D	$ 107.77	50,243 (1) (2)	D
Common Stock	02/25/2008	S	300	D	$ 107.765	49,943 (1) (2)	D
Common Stock	02/25/2008	S	168	D	$ 107.76	49,775 (1) (2)	D
	02/25/2008	S	1,300	D	$ 107.89	48,475 (1) (2)	D

Common Stock								
Common Stock	02/25/2008		S	100	D	$ 107.885	48,375 (1) (2)	D
Common Stock	02/25/2008		S	100	D	$ 107.8725	48,275 (1) (2)	D
Common Stock	02/25/2008		S	200	D	$ 107.84	48,075 (1) (2)	D
Common Stock	02/25/2008		S	300	D	$ 107.838	47,775 (1) (2)	D
Common Stock	02/25/2008		S	100	D	$ 107.8375	47,675 (1) (2)	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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
STRIANESE MICHAEL T C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	X		President and CEO	

Signatures

/s/ Allen E. Danzig as Attorney-in-Fact	02/27/2008
**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)	Does not include shares issuable upon the exercise of options.
(2)	Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan and grants of Restricted Stock Units.

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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