

Butler David T III
Form 4
February 04, 2010

FORM 4

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

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).

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 *
Butler David T III

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP of Business Operations

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

(Street)

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

NEW YORK, NY 10016

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/02/2010 | | M | 25,000 | A \$ 68.16 | 32,264 ⁽¹⁾ ⁽²⁾ | D |
| Common Stock | 02/02/2010 | | S | 25,000 | D \$ 87 ⁽³⁾ | 7,264 ⁽¹⁾ ⁽²⁾ | D |
| Common Stock | 02/02/2010 | | M | 17,250 | A \$ 72.2 | 24,514 ⁽¹⁾ ⁽²⁾ | D |
| Common Stock | 02/02/2010 | | S | 17,250 | D \$ 86.96 ⁽⁴⁾ | 7,264 ⁽¹⁾ ⁽²⁾ | D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 11/10/04 Employee Stock Option (Right to Buy) | \$ 68.16 | 02/02/2010 | | M | 25,000 | ⁽⁵⁾ 11/10/2014 | Common Stock | 25,000 |
| 08/02/06 Employee Stock Option (Right to Buy) | \$ 72.2 | 02/02/2010 | | M | 17,250 | ⁽⁵⁾ 08/02/2016 | Common Stock | 17,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Butler David T III
C/O L-3 COMMUNICATIONS CORPORATION
600 THIRD AVENUE
NEW YORK, NY 10016

SVP of Business Operations

Signatures

/s/ Allen E. Danzig as
Attorney-in-Fact

02/04/2010

**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.
- (3) Represents weighted average selling price of 20 transactions executed on the same date within a range of \$86.86 and \$87.12.
- (4) Represents weighted average selling price of 8 transactions executed on the same date within a range of \$86.92 and \$86.99.
- (5) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

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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