

STRIANESE MICHAEL T  
Form 4  
February 25, 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 \*  
STRIANESE MICHAEL T

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Last) (First) (Middle)  
C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2010

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/23/2010                           |  | M                              | 31,000 A  | \$ 39.695 150,624 <sup>(1)</sup> / <sub>(2)</sub>   | D  |   |
| Common Stock                    | 02/23/2010                           |  | M                              | 19,000 A  | \$ 35.95 169,624 <sup>(1)</sup> / <sub>(2)</sub>  | D  |   |
| Common Stock                    | 02/23/2010                           |  | M                              | 25,000 A  | \$ 35.6 194,624 <sup>(1)</sup> / <sub>(2)</sub>   | D  |   |
| Common Stock                    | 02/23/2010                           |  | S                              | 69,955 D  | \$ 90.31 <sub>(3)</sub> 124,669 <sup>(1)</sup> / <sub>(2)</sub>                               | D  |   |
|                                 | 02/23/2010                           |  | S                              | 5,045 D   |   | D  |   |

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Common Stock \$ 91.27 119,624 <sup>(1)</sup>  
(4) (2)

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 |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| 11/15/01 Employee Stock Option (Right to Buy) | \$ 39.695  | 02/23/2010                           |  | M                              | 31,000  | <u>(5)</u> 11/15/2011                                    | Common Stock  | 31,000                     |                            |
| 03/04/03 Employee Stock Option (Right to Buy) | \$ 35.95   | 02/23/2010                           |  | M                              | 19,000  | <u>(5)</u> 03/04/2013                                    | Common Stock  | 19,000                     |                            |
| 03/04/03 Employee Stock Option (Right to Buy) | \$ 35.6  | 02/23/2010                           |  | M                              | 25,000  | <u>(5)</u> 03/04/2013                                    | Common Stock  | 25,000                     |                            |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                             |       |
|--------------------------------|---------------|-----------|-----------------------------|-------|
|                                | Director      | 10% Owner | Officer                     | Other |
|                                | X             |           | Chairman, President and CEO |       |

STRIANESE MICHAEL T  
C/O L-3 COMMUNICATIONS CORPORATION  
600 THIRD AVENUE  
NEW YORK, NY 10016

## Signatures

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

02/25/2010

\_\_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 66 transactions executed on the same date within a range of \$90.09 and \$91.09.
  - (4) Represents weighted average selling price of 27 transactions executed on the same date within a range of \$91.12 and \$91.53.
  - (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.