

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

February 27, 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

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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)  
**02/26/2015**

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

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**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 02/26/2015                              |                                                             | S                                    |                                                                         | 20,000                                                                                                             | D                                                                       | \$<br>131.08<br>(1)                                               |
| Common<br>Stock                       | 02/26/2015                              |                                                             | M                                    |                                                                         | 80,000                                                                                                             | A                                                                       | \$ 67.49<br>234,539 (3)                                           |
| Common<br>Stock                       | 02/26/2015                              |                                                             | S                                    |                                                                         | 80,000                                                                                                             | D                                                                       | \$<br>130.99<br>(2)                                               |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 154,539 (3)                                                       |

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 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                              |
| 2/22/2012<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 67.49                                               | 02/26/2015                           |                                                    | M                              | 80,000                                                                                  | (4) 02/22/2022                                           | Common Stock 80,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships                    |
|-----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                     | Director 10% Owner Officer Other |
| STRIANESE MICHAEL T<br>C/O L-3 COMMUNICATIONS CORPORATION<br>600 THIRD AVENUE<br>NEW YORK, NY 10016 | X Chairman, President and CEO    |

## Signatures

/s/ Allen E. Danzig as  
Attorney-in-Fact 02/27/2015

\_\_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).

Represents weighted average sale price for price increments ranging from \$130.39 to \$131.27. The Reporting Person undertakes to  
(1) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents weighted average sale price for price increments ranging from \$130.35 to \$131.27. The Reporting Person undertakes to  
(2) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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(3) Does not include shares issuable upon the exercise of options.

(4) 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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