

L 3 COMMUNICATIONS HOLDINGS INC  
 Form 4  
 February 27, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/25/2008

NEW YORK, NY 10016  
 (City) (State) (Zip)

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

**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 |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|---------------------|---|-------------------------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                | V | Amount                                                            | Price     |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/25/2008                           |                                                    | S                   |   | D                                                                 | \$ 600    | 35,475 (1) (2)                                                                                | D                                                        |                                   |
| Common Stock                    | 02/25/2008                           |                                                    | S                   |   | D                                                                 | \$ 108.15 | 34,775 (1) (2)                                                                                | D                                                        |                                   |
| Common Stock                    | 02/25/2008                           |                                                    | S                   |   | D                                                                 | \$ 900    | 33,875 (1) (2)                                                                                | D                                                        |                                   |
| Common Stock                    | 02/25/2008                           |                                                    | S                   |   | D                                                                 | \$ 108.14 | 33,675 (1) (2)                                                                                | D                                                        |                                   |
|                                 | 02/25/2008                           |                                                    | S                   |   | D                                                                 |           | 33,375 (1) (2)                                                                                | D                                                        |                                   |

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|              |            |   |       |   |            |         |                       |   |
|--------------|------------|---|-------|---|------------|---------|-----------------------|---|
| Common Stock |            |   |       |   | \$         | 108.135 |                       |   |
| Common Stock | 02/25/2008 | S | 100   | D | \$ 108.13  | 33,275  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 1,100 | D | \$ 108.12  | 32,175  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 300   | D | \$ 108.11  | 31,875  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 2,700 | D | \$ 108.1   | 29,175  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 700   | D | \$ 108.097 | 28,475  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 2,000 | D | \$ 108.095 | 26,475  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 600   | D | \$ 108.08  | 25,875  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 700   | D | \$ 108.075 | 25,175  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 100   | D | \$ 108.04  | 25,075  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 300   | D | \$ 108.03  | 24,775  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 100   | D | \$ 108.02  | 24,675  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 800   | D | \$ 108.01  | 23,875  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 400   | D | \$ 107.99  | 23,475  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 100   | D | \$ 107.98  | 23,375  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 300   | D | \$ 107.96  | 23,075  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 2,000 | D | \$ 107.95  | 21,075  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 400   | D | \$ 107.93  | 20,675  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 100   | D | \$ 107.925 | 20,575  | <u>(1)</u> <u>(2)</u> | D |
| Common Stock | 02/25/2008 | S | 800   | D | \$ 107.92  | 19,775  | <u>(1)</u> <u>(2)</u> | D |
|              | 02/25/2008 | S | 700   | D | \$ 107.91  | 19,075  | <u>(1)</u> <u>(2)</u> | D |

Common  
Stock

|                 |            |  |   |     |   |          |                                        |   |
|-----------------|------------|--|---|-----|---|----------|----------------------------------------|---|
| Common<br>Stock | 02/25/2008 |  | S | 900 | D | \$ 107.9 | \$ 18,175 <sup>(1)</sup><br><u>(2)</u> | D |
|-----------------|------------|--|---|-----|---|----------|----------------------------------------|---|

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

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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                              |
| 1/19/99<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.25                                               | 02/25/2008                           |                                                    | M                              | 25,000                                                                                  | <sup>(3)</sup> 01/19/2009                                | Common<br>Stock 25,000                                        |
| 10/25/99<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy)   | \$ 18.75                                               | 02/25/2008                           |                                                    | M                              | 2,000                                                                                   | <sup>(3)</sup> 10/25/2009                                | Common<br>Stock 2,000                                         |
| 11/15/2001<br>Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 39.695                                              | 02/25/2008                           |                                                    | M                              | 23,000                                                                                  | <sup>(3)</sup> 11/15/2011                                | Common<br>Stock 23,000                                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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|                                                                                                     | 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        |           | President<br>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.
- (3) 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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