

DUNN JAMES W
Form 4
February 24, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNN JAMES W

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SEE REMARKS

(Street)
NEW YORK, NY 10016

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/22/2012		A	(A) or (D) Amount (1) 6,389 A \$ 0	27,276 (2)	D	
Common Stock	02/22/2012		A	(3) 4,569 A \$ 0	31,845 (2)	D	
Common Stock	02/22/2012		F	(4) 1,649 D \$ 0	30,196 (2)	D	

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**

SEC 1474
(9-02)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
02/22/12 Employee Stock Option (Right to Buy)	\$ 70.43	02/22/2012		A	39,858	<u>(5)</u> 02/22/2022	Common Stock 39,858

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUNN JAMES W C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	SEE REMARKS

Signatures

/s/ Allen E. Danzig as
Attorney-in-Fact 02/24/2012

**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) Grant of restricted stock units which vest on the three-year anniversary of the grant date.
- (2) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
- (3) Represents additional shares acquired through the vesting of performance units settled in common stock.
- (4) Represents the number of common shares surrendered to pay applicable tax withholding upon vesting of the performance units.
- (5) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Senior Vice President and President of Electronic Systems Group

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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