

STRIANESE MICHAEL T
Form 4
February 22, 2013

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

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)
02/20/2013

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

(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	02/20/2013		A	(A) or (D) Amount 23,752 (1)	\$ 0 189,623 (2) (3)	D	
Common Stock	02/20/2013		F	(A) or (D) Amount 12,249 (4)	\$ 77 177,374 (2) (3)	D	

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

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(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 Number Shares
02/24/11 Employee Stock Option (Right to Buy)	\$ 76.82	02/20/2013 ⁽⁵⁾		A	248,015	⁽⁷⁾ 02/24/2021	Common Stock 248,01
02/22/12 Employee Stock Option (Right to Buy)	\$ 67.49	02/20/2013 ⁽⁶⁾		A	256,528	⁽⁷⁾ 02/22/2022	Common Stock 256,52

Reporting Owners

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

Signatures

/s/ Allen E. Danzig as
Attorney-in-Fact 02/22/2013

 **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) Represents shares acquired through the vesting of performance units settled in common stock. The performance shares were granted on February 23, 2010.
- (2) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
- (3) Does not include shares issuable upon the exercise of options.
- (4) Represents the number of common shares surrendered to pay applicable tax withholding upon vesting of the performance units.

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- (5) Represents the deemed acquisition of options upon the satisfaction of the relevant performance criteria. These options were granted on February 24, 2011, and were previously reported on a Form 4 prior to the amendment of the option terms to add performance criteria.
- (6) Represents the deemed acquisition of options upon the satisfaction of the relevant performance criteria. These options were granted on February 22, 2012.
- (7) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date, provided certain performance criteria has been met for the fiscal year ended December 31, 2012.

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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