

Rose Leslie
 Form 3
 August 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rose Leslie | | (Month/Day/Year) | L 3 COMMUNICATIONS HOLDINGS INC [LLL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/31/2012 | | |
| 600 THIRD AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | |
| NEW YORK,Â NYÂ 10016 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 14,132 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|--------------|--------|----------|-------------------|---|
| 10/10/2005 Employee Stock Option (Right to Buy) | Â (2) | 10/10/2015 | Common Stock | 11,480 | \$ 75.32 | D | Â |
| 08/02/2006 Employee Stock Option (Right to Buy) | Â (2) | 08/02/2016 | Common Stock | 7,653 | \$ 69.18 | D | Â |
| 08/01/2007 Employee Stock Option (Right to Buy) | Â (2) | 08/01/2017 | Common Stock | 6,262 | \$ 95.42 | D | Â |
| 07/29/2008 Employee Stock Option (Right to Buy) | Â (2) | 07/29/2018 | Common Stock | 8,614 | \$ 92.31 | D | Â |
| 07/28/2009 Employee Stock Option (Right to Buy) | Â (2) | 07/28/2019 | Common Stock | 4,992 | \$ 70.53 | D | Â |
| 02/23/2010 Employee Stock Option (Right to Buy) | Â (2) | 02/23/2020 | Common Stock | 3,686 | \$ 86.41 | D | Â |
| 02/24/2011 Employee Stock Option (Right to Buy) | Â (2) | 02/24/2021 | Common Stock | 5,506 | \$ 76.82 | D | Â |
| 02/22/2012 Employee Stock Option (Right to Buy) | Â (2) | 02/22/2022 | Common Stock | 6,812 | \$ 67.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rose Leslie 600 THIRD AVENUE NEW YORK, NY 10016 | Â | Â | Â See Remarks | Â |

Signatures

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

08/01/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes shares acquired through the Company's Master Savings (401k) Plan and grants of Restricted Stock Units settled in Common Stock.

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(2) These options vest in equal one-third increments beginning on the one-year anniversary of the grant date.

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Remarks:

ViceÂ PresidentÂ andÂ PresidentÂ ofÂ NationalÂ SecurityÂ SolutionsÂ 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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