

Mega John S  
 Form 3  
 April 28, 2011

**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 <b>and</b> Ticker or Trading Symbol	
Mega John S		(Month/Day/Year)	L 3 COMMUNICATIONS HOLDINGS INC [LLL]	
(Last)	(First)	(Middle)	04/26/2011	
600 THIRD AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10016			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			See General Remarks	

**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	10,510 <sup>(1)</sup> <sub>(2)</sub>	D	

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

SEC 1473 (7-02)

**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.**

**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)	
07/21/2003 Employee Stock Option (Right to Buy)	Â (3)	07/21/2013	Common Stock	3,333	\$ 49.1	D	Â
03/15/2005 Employee Stock Option (Right to Buy)	Â (3)	03/15/2015	Common Stock	8,000	\$ 75.23	D	Â
10/10/2005 Employee Stock Option (Right to Buy)	Â (3)	10/10/2015	Common Stock	7,000	\$ 78.6	D	Â
08/02/2006 Employee Stock Option (Right to Buy)	Â (3)	08/02/2016	Common Stock	12,000	\$ 72.2	D	Â
08/01/2007 Employee Stock Option (Right to Buy)	Â (3)	08/01/2017	Common Stock	6,656	\$ 99.58	D	Â
07/29/2008 Employee Stock Option (Right to Buy)	Â (3)	07/29/2018	Common Stock	10,684	\$ 96.34	D	Â
07/28/2009 Employee Stock Option (Right to Buy)	Â (3)	07/28/2019	Common Stock	14,228	\$ 73.61	D	Â
02/23/2010 Employee Stock Option (Right to Buy)	Â (3)	02/23/2020	Common Stock	11,905	\$ 90.18	D	Â
02/24/2011 Employee Stock Option (Right to Buy)	Â (3)	02/24/2021	Common Stock	14,772	\$ 80.17	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mega John S 600 THIRD AVENUE NEW YORK, NY 10016	Â	Â	Â See General Remarks	Â

## Signatures

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

04/28/2011

\_\_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) Reflects additional shares acquired through the Company's Employee Stock Purchase Plan and Master Savings (401(k)) Plan and grants of Restricted Stock Units settled in Common Stock.
- (2) Does not include options to purchase shares of common stock.
- (3) 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 President,  
MicrowaveÂ Group

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.