STRIANESE MICHAEL T

Form 4

February 24, 2012

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

3235-0287

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * STRIANESE MICHAEL T

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

L 3 COMMUNICATIONS **HOLDINGS INC [LLL]**

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

_X__ Director

(Month/Day/Year)

02/22/2012

X_ Officer (give title Other (specify

SEE REMARKS

10% Owner

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10016

(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)	(A)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/22/2012		Code V	Amount 39,401 (1)	or (D)	Price \$ 0	(Instr. 3 and 4) 187,224 (2)	D		
Common Stock	02/22/2012		A	33,314 (3)	A	\$ 0	220,538 (2)	D		
Common Stock	02/22/2012		F	13,928 (4)	D	\$ 0	206,610 (2)	D		
Common Stock	02/23/2012		S	10,000	D	\$ 70.1272 (6)	196,610 (2)	D		

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Common Stock	02/23/2012	M	31,000	A	\$ 35.95	227,610 (5)	D
Common Stock	02/23/2012	S	31,000	D	\$ 70.0198	196,610 (5)	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
03/04/03 Employee Stock Option (Right to Buy)	\$ 35.95	02/23/2012		M	31,000	(8)	03/04/2013	Common Stock	31,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
STRIANESE MICHAEL T C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	X		SEE REMARKS			

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

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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) Does not include shares issuable upon the exercise of options.
 - Represents weighted average sale price for price increments ranging from \$70.08 to \$70.17. The Reporting Person undertakes to provide,
- (6) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - Represents weighted average sale price for price increments ranging from \$70.00 to \$70.08. The Reporting Person undertakes to provide,
- (7) upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (8) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Chairman, President and Chief Executive Officer

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.