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WASHKOW Form 4 May 02, 2013		[
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287		
Check this box if no longer subject to Section 16. SECURITIES SECURITIES Section 16. SECURITIES									irs per		
(Print or Type R	esponses)										
1. Name and Ac WASHKOW	Symbol L 3 CON	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)				
(Month/				tte of Earliest Transaction hth/Day/Year) 50/2013				X_ Director 10% Owner Officer (give title Other (specify below) below)			
				mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORK	K, NY 10016							Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any		Code (Instr. 8)	Disposed (Instr. 3, Amount	l (A) c l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/30/2013			А	1,477 (1)	А	\$0	42,670 <u>(2)</u>	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 required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
WASHKOWITZ ALAN H C/O L-3 COMMUNICATIONS CORPORA 500 THIRD AVENUE NEW YORK, NY 10016	ΓΙΟΝ	X						
Signatures								
/s/ Allen E. Danzig as Attorney-in-Fact	05/02/2	013						

**Signature of Reporting Person

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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).

Date

Grant of restricted stock units ("RSUs") that vest on the earlier of (a) the one-year anniversary of the grant date or (b) the date of the Issuer's next regular annual stockholders meeting. Vested RSUs do not convert into shares of Common Stock until the date on which a Reporting Person ceases to be a director of the Issuer. Dividends are reinvested, resulting in an increase in the number of RSUs subject to

(2) Does not include shares issuable upon the exercise of options.

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.

the award.