

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

February 19, 2015

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	02/17/2015		A	26,392 (1)	A \$ 0 177,145 (2) (3)	D	
Common Stock	02/17/2015		A	38,412 (4)	A \$ 0 215,557 (3)	D	
Common Stock	02/17/2015		F	19,810 (5)	D \$ 129.31 195,747 (3)	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**

SEC 1474
(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
02/19/14 Employee Stock Option (Right to Buy)	\$ 113.67	02/17/2015 ⁽⁶⁾		A		140,187		⁽⁷⁾	02/19/2024	Common Stock	140,18

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

02/19/2015

**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).

- Represents the deemed acquisition of restricted stock units upon the satisfaction of relevant performance criteria. These restricted stock
- (1) units were granted on February 19, 2014 and vest on the three-year anniversary of the grant date, provided certain performance criteria have been met for the fiscal year ended December 31, 2014.
 - (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 shares acquired through the vesting of performance units settled in common stock. The performance units were granted on February 22, 2012.
 - (5)

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Represents the number of common shares surrendered to pay applicable tax withholding on the shares acquired through the vesting of the performance units.

- (6) Represents the deemed acquisition of options upon the satisfaction of relevant performance criteria. These options were granted on February 19, 2014.
- (7) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date, provided certain performance criteria have been met for the fiscal year ended December 31, 2014.

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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