

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 and Ticker or Trading Symbol	
Mega John S		(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)
600 THIRD AVENUE				
(Street)			(Check all applicable)	
			____ Director	____ 10% Owner
			☒ Officer	____ Other
NEW YORK, NY 10016			(give title below)	(specify below)
			See General Remarks	
(City)	(State)	(Zip)	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 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 ⁽¹⁾ ⁽²⁾	D	

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)	
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.

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