

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

November 08, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHALIKASHVILI JOHN M

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/07/2006		M	3,000	A \$ 23.13	3,543 ⁽²⁾	D
Common Stock	11/07/2006		M	5,000	A \$ 35	8,543 ⁽²⁾	D
Common Stock	11/07/2006		M	3,500	A \$ 60.83	12,043 ⁽²⁾	D
Common Stock	11/07/2006		M	2,500	A \$ 39.19	14,543 ⁽²⁾	D
	11/07/2006		S	14,000	D	543 ⁽²⁾	D

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Common Stock \$ 81.83
(1)

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. 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. 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
04/03/2000 Director Stock Option (Right to buy)	\$ 23.13	11/07/2006		M	3,000	<u>(3)</u> 04/03/2010	Common Stock	3,000
07/10/2001 Director Stock Option (Right to buy)	\$ 35	11/07/2006		M	5,000	<u>(3)</u> 07/10/2011	Common Stock	5,000
04/22/2002 Director Stock Option (Right to buy)	\$ 60.83	11/07/2006		M	3,500	<u>(3)</u> 04/22/2012	Common Stock	3,500
04/18/2003 Director Stock Option (Right to	\$ 39.19	11/07/2006		M	2,500	<u>(3)</u> 04/18/2013	Common Stock	2,500

