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KRATOS DEFENSE & SECURITY SOLUTIONS, INC. Form 4 December 09, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Carrai Phillip D Issuer Symbol **KRATOS DEFENSE & SECURITY** (Check all applicable) SOLUTIONS, INC. [KTOS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) **4820 EASTGATE MALL** 12/09/2013 President, KTTS Division (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92121 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 2,000 Common \$ 12/09/2013 Ρ 25.247 (2) D A (1)Stock 6.82

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 2. 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nt 4. Derivative Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Deriv Security or Exercise any Code of (Month/Day/Year) Underlying Security Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (Instr. 5) Derivative Bene (Instr. 3 and 4) Derivative Securities Own Security Acquired Follo (A) or Repo Disposed Trans of (D) (Insti (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

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Reporting Owners

| Reporting Owner Name / Address | | | Relationships | |
|---|----------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carrai Phillip D 4820 EASTGATE MALL SAN DIEGO, CA 92121 | | | President, KTTS Division | |
| Signatures | | | | |
| Phillip D. Carrai, by Eva Yee, Attorney-In-Fact | | | 12/09/2013 | |
| <u>**</u> Signature of Reporting Perso | on | | Date | |
| Evalenation of De | | | | |

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) Open market acquisition of Issuer's common stock purchased in accordance with Issuer's insider trading policies.

(2) Includes 7,830 shares held in Issuer's 401(k) Plan and 3,835 shares purchased through Issuer's Employee Stock Purchase Plan.

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.