

L 3 COMMUNICATIONS HOLDINGS INC  
 Form 4  
 August 09, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LAPENTA ROBERT V

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

3. Date of Earliest Transaction (Month/Day/Year)  
 06/26/2000

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

(Street)  
 NEW YORK, NY 10016

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

(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 Beneficial Ownership (Instr. 4)
Common Stock	06/26/2000		M	V A	(A) or (D) \$ 3.235	1,800,571	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 of Number of Shares
3/25/02 Stock Options	\$ 53.745	03/25/2002 <sup>(1)</sup>		A	400,000	<sup>(2)</sup>	03/25/2012	Common Stock	400,000
11/14/03 Stock Options	\$ 45.8	11/14/2003		A	75,000	<sup>(3)</sup>	11/14/2013	Common Stock	75,000
4/30/97 Stock Options	\$ 3.235	06/26/2000		M	200,000	<sup>(4)</sup>	04/30/2007	Common Stock	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAPENTA ROBERT V C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	X		President and CFO	

## Signatures

/s/ Christopher C. Cambria, Authorized Signatory

08/09/2006

\*\*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).

(1) Grant date of stock option from which the vesting dates and expiration date are determined. While this date may not be the date on which the grant was effectively approved by the Compensation Committee or Board of Directors, the grant will nevertheless be exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Act"), pursuant to Rule 16b-3(d)(3) promulgated under the Act because no sales of the options or the underlying shares occurred within less than six months of approval of the grant.

(2) One-third of the shares underlying this option grant became exercisable on each of March 25, 2003, 2004 and 2005.

(3) One-third of the shares underlying this option grant became exercisable on November 14, 2004. The remaining shares were cancelled upon Mr. LaPenta's resignation effective April 1, 2005.

(4) 457,143 of the shares underlying this option grant became exercisable on each of March 2, 1998 and April 30, 1999. An additional 914,286 shares became exercisable on April 30, 2000, and a further 228,571 shares became exercisable on each of April 30, 2001 and 2002.

**Remarks:**

All prices and quantities have been adjusted to reflect the Company's 2-for-1 stock split on May 20, 2002.

Mr. LaPenta resigned his posts as president, CFO and director at L-3 Communications effective April 1, 2005.

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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