

L 3 COMMUNICATIONS HOLDINGS INC
 Form 4/A
 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 *
 SCHAFFER CHARLES J

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)
 10/25/1999

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP & Pres. - Prod. Grp

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/11/2002

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 10/25/99 Stock Option | \$ 18.75 | 10/25/1999 ⁽¹⁾ | | A | 45,000 | ⁽²⁾ 10/25/2009 | Common Stock 45,000 |
| 11/15/01 Stock Option | \$ 39.695 | 11/15/2001 ⁽¹⁾ | | A | 36,000 | ⁽³⁾ 11/15/2011 | Common Stock 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAFFER CHARLES J C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016 | | | Sr. VP & Pres. - Prod. Grp | |

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 October 25, 2000, 2001 and 2002.
- (3) One-third of the shares underlying this option grant became exercisable on each of November 15, 2002, 2003 and 2004.

Remarks:

On July 11, 2002, a Form 4 for Mr. Schafer was filed incorrectly stating that he was granted 30,000 options on October 25, 19

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