

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

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
SCHAFER CHARLES J

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**L 3 COMMUNICATIONS
HOLDINGS INC [LLL]**3. Date of Earliest Transaction
(Month/Day/Year)
10/25/19994. If Amendment, Date Original
Filed(Month/Day/Year)
07/11/20025. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr. VP & Pres. - Prod. Grp6. 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 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)
			Code	V	Amount	(D)	Price

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)**

Edgar Filing: L 3 COMMUNICATIONS HOLDINGS INC - Form 4/A

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)		8. D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
SCHAFER 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.

Edgar Filing: L 3 COMMUNICATIONS HOLDINGS INC - Form 4/A

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.