

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

November 08, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

X

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