

L 3 COMMUNICATIONS HOLDINGS INC

Form 3

August 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Vuono Carl E		(Month/Day/Year)	L 3 COMMUNICATIONS HOLDINGS INC [LLL]	
(Last)	(First)	(Middle)	08/15/2006	
600 THIRD AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10016			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr VP, Grp Pres/COO	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	973 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
7/31/00 Stock Option	Â (2)	07/31/2010	Common Stock	40,000	\$ 29	D	Â
7/12/01 Stock Option	Â (2)	07/12/2011	Common Stock	12,000	\$ 34	D	Â
3/25/02 Stock Option	Â (2)	03/25/2012	Common Stock	12,000	\$ 53.745	D	Â
11/14/2003 Stock Option	Â (2)	11/14/2013	Common Stock	20,000	\$ 45.8	D	Â
7/12/2005 Stock Option	Â (2)	07/12/2015	Common Stock	21,250	\$ 74.94	D	Â
8/2/2006 Stock Option	Â (2)	08/02/2016	Common Stock	15,000	\$ 72.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vuono Carl E 600 THIRD AVENUE NEW YORK, NY 10016	Â	Â	Â Sr VP, Grp Pres/COO	Â

Signatures

/s/ Christopher C.
Cambria 08/16/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Does not include options to purchase 84,417 shares of common stock, which options are exercisable within 60 days of August 15, 2006.

(2) These options vest(ed) in annual one-third increments over the three-year period following the date of issuance.

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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