L 3 COMMUNICATIONS HOLDINGS INC

Form 4

August 15, 2007

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WASHKOWITZ ALAN H	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Issuer
	L 3 COMMUNICATIONS	(Cha
	***************************************	(Che

of Reporting Person(s) to

HOLDINGS INC [LLL]

eck all applicable)

C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD

(First)

AVENUE

(City)

(Last)

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

08/13/2007

X_ Director 10% Owner Officer (give title Other (specify

(Middle)

(Zip)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10016

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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or mount (D) Price		Reported Transaction(s) (Instr. 3 and 4)	Reported Fransaction(s)	
Common Stock	08/13/2007		S	300	D	\$ 97.57	113,688 (1)	D	
Common Stock	08/13/2007		S	400	D	\$ 97.61	113,288 (1)	D	
Common Stock	08/13/2007		S	200	D	\$ 97.69	113,088 (1)	D	
Common Stock	08/13/2007		S	500	D	\$ 97.76	112,588 (1)	D	
	08/13/2007		S	1.100	D		111,488 (1)	D	

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Common Stock					\$ 97.77			
Common Stock	08/13/2007	S	100	D	\$ 97.78	111,388 (1)	D	
Common Stock	08/13/2007	S	100	D	\$ 97.8	111,288 <u>(1)</u>	D	
Common Stock	08/13/2007	S	800	D	\$ 97.81	110,488 (1)	D	
Common Stock	08/13/2007	S	100	D	\$ 97.83	110,388 (1)	D	
Common Stock	08/13/2007	S	400	D	\$ 97.85	109,988 (1)	D	
Common Stock	08/13/2007	S	300	D	\$ 97.86	109,688 (1)	D	
Common Stock	08/13/2007	S	400	D	\$ 97.94	109,288 (1)	D	
Common Stock	08/13/2007	S	100	D	\$ 98.08	109,188 (1)	D	
Common Stock	08/13/2007	S	200	D	\$ 98.1	108,988 (1)	D	
Common Stock						96,324 (1)	I	Shares held in Trust (2)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)
	Derivative				Securities	3		(Instr. 3 and 4)	
	Security				Acquired				I
					(A) or				I
					Disposed				,
					of (D)				(
					(Instr. 3,				
					4, and 5)				
				G 1 W	(A) (D)	ъ.	E	TT: 1 A	
				Code V	(A) (D)	Date		Title Amount	
						Exercisable	Date	or	
								Number	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WASHKOWITZ ALAN H C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016



Signatures

/s/ Allen E. Danzig as Attorney-in-Fact

08/15/2007

**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) Does not include shares issuable upon the exercise of options.
- (2) Shares held in trust for the benefit of Mr. Washkowitz's children, for which Mr. Washkowitz and his wife are co-trustees and as to which Mr. Washkowitz disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.

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