Leidos Holdings, Inc. Form 4 October 21, 2013

FORM 4

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject to

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

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Jumper John P

(Middle)

(First)

11951 FREEDOM DRIVE

RESTON, VA 20190

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Leidos Holdings, Inc. [LDOS]

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

10/17/2013

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X Director 10% Owner X_ Officer (give title Other (specify below)

CEO / Chair of Board

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Secu	rities	Acquir	ed, 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)	TransactionDisposed of Code (Instr. 3, 4 a		·		Beneficially Form: Owned Direct Following or India Reported (I) Transaction(s) (Instr. 4	Ownership Form: Direct (D) or Indirect	Beneficial O) Ownership ct (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	10/17/2013		A	9,561 <u>(1)</u>	A	\$0	119,328.7323	D	
Common Stock	10/17/2013		A	49,321.9176 (2)	A	\$0	168,650.6499	D	
Common Stock	10/17/2013		A	49,321.9176 (3)	A	\$0	217,972.5675	D	
									By Key

Executive Common 4,643.312 Ι Stock Stock Deferral Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable Date			of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Othe			

Jumper John P

11951 FREEDOM DRIVE X CEO / Chair of Board

RESTON, VA 20190

Signatures

By: /s/ Raymond L. Veldman, 10/21/2013 Attorney-in-Fact

> **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).
- Represents restricted share units and dividend equivalent rights earned with respect to the first half of fiscal 2014 under the Company's (1)fiscal 2013 to fiscal 2015 performance share program, which vest on January 30, 2015.
- Represents restricted share units and dividend equivalent rights, which vest on April 5, 2016. **(2)**
- Represents restricted share units and dividend equivalent rights, which vest according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

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.

Reporting Owners 2

9. Nu Deriv Secu Bene

Follo Repo Trans (Insti

SEC 1474

(9-02)