

SIMON ARTHUR L
 Form 4
 February 15, 2008

FORM 4

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

OMB APPROVAL

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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 *
 SIMON ARTHUR L

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)
 02/13/2008

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/13/2008		M	3,000	A \$ 23.125	9,161 (1)	D
Common Stock	02/13/2008		S	200	D \$ 107.1	8,961 (1)	D
Common Stock	02/13/2008		S	500	D \$ 107.09	8,461 (1)	D
Common Stock	02/13/2008		S	900	D \$ 107.08	7,561 (1)	D
	02/13/2008		S	100	D	7,461 (1)	D

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Common Stock						\$ 107.06		
Common Stock	02/13/2008	S	1,100	D		\$ 107.05	6,361 ⁽¹⁾	D
Common Stock	02/13/2008	S	100	D		\$ 107.04	6,261 ⁽¹⁾	D
Common Stock	02/13/2008	S	100	D		\$ 106.98	6,161 ⁽¹⁾	D
Common Stock	02/13/2008	M	1,000	A		\$ 35	7,161 ⁽¹⁾	D
Common Stock	02/13/2008	S	400	D		\$ 106.95	6,761 ⁽¹⁾	D
Common Stock	02/13/2008	S	100	D		\$ 106.93	6,661 ⁽¹⁾	D
Common Stock	02/13/2008	S	100	D		\$ 106.91	6,561 ⁽¹⁾	D
Common Stock	02/13/2008	S	200	D		\$ 106.89	6,361 ⁽¹⁾	D
Common Stock	02/13/2008	S	200	D		\$ 106.88	6,161 ⁽¹⁾	D

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.

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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 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. Amount or Number of Shares
4/3/2000 Director Stock	\$ 23.125	02/13/2008		M	3,000	⁽²⁾ 04/03/2010	Common Stock	3,000

Option
(Right to
Buy)

7/10/2001

Director

Stock	\$ 35	02/13/2008		M	1,000	<u>(2)</u>	07/10/2011	Common Stock	1,000
Option (Right to Buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON ARTHUR L C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016	X			

Signatures

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

02/15/2008

__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) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

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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