

McNellis John
 Form 4
 February 22, 2013

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McNellis John

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)
 02/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SEE REMARKS

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/20/2013		A		2,952 (1) A \$ 0 30,673 (2) (3)	D	
Common Stock	02/20/2013		F		1,239 (4) D \$ 77 29,434 (2) (3)	D	

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)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Row 1: 02/20/13 Employee Stock Option (Right to Buy), \$ 77, 02/20/2013, A, 37,252, (5), 02/20/2023, Common Stock, 37,252.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Reporting Owner: McNellis John, C/O L-3 COMMUNICATIONS CORPORATION, 600 THIRD AVENUE, NEW YORK, NY 10016. Relationships: Director, 10% Owner, Officer, Other. Note: SEE REMARKS.

Signatures

/s/ Allen E. Danzig as Attorney-in-Fact, 02/20/2013 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) Represents shares acquired through the vesting of performance units settled in common stock. The performance shares were granted on February 23, 2010.
(2) Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
(3) Does not include shares issuable upon the exercise of options.
(4) Represents the number of common shares surrendered to pay applicable tax withholding on the performance units.
(5) This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks: Senior Vice President and President of Integrated Systems Group

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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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