

Opp Susan
Form 3
April 28, 2011

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 Opp Susan | | (Month/Day/Year) | L 3 COMMUNICATIONS HOLDINGS INC [LLL] | |
| (Last) | (First) | (Middle) | 04/26/2011 | |
| 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 |
| | | | See General Remarks | |

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 | 13,618 ⁽¹⁾ ₍₂₎ | D | Â |
| Common Stock | 3,813 ⁽¹⁾ ₍₂₎ | I | By husband |

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

SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| 08/20/2002 Employee Stock Option (Right to Buy) | Â (3) | 08/20/2012 | Common Stock | 333 | \$ 54.91 | D | Â |
| 08/20/2002 Employee Stock Option (Right to Buy) | Â (3) | 08/20/2012 | Common Stock | 667 | \$ 49 | D | Â |
| 04/20/2004 Employee Stock Option (Right to Buy) | Â (3) | 04/20/2014 | Common Stock | 2,000 | \$ 59.73 | D | Â |
| 10/10/2005 Employee Stock Option (Right to Buy) | Â (3) | 10/10/2015 | Common Stock | 1,250 | \$ 78.6 | D | Â |
| 08/02/2006 Employee Stock Option (Right to Buy) | Â (3) | 08/02/2016 | Common Stock | 625 | \$ 72.2 | D | Â |
| 08/01/2007 Employee Stock Option (Right to Buy) | Â (3) | 08/01/2017 | Common Stock | 4,992 | \$ 99.58 | D | Â |
| 07/29/2008 Employee Stock Option (Right to Buy) | Â (3) | 07/29/2018 | Common Stock | 7,479 | \$ 96.34 | D | Â |
| 07/28/2009 Employee Stock Option (Right to Buy) | Â (3) | 07/28/2019 | Common Stock | 14,905 | \$ 73.61 | D | Â |
| 02/23/2010 Employee Stock Option (Right to Buy) | Â (3) | 02/23/2020 | Common Stock | 14,069 | \$ 90.18 | D | Â |
| 02/24/2011 Employee Stock Option (Right to Buy) | Â (3) | 02/24/2021 | Common Stock | 17,983 | \$ 80.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Opp Susan 600 THIRD AVENUE NEW YORK, NY 10016 | Â | Â | Â See General Remarks | Â |

Signatures

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

04/28/2011

__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 shares of common stock.
 - (2) Reflects additional shares acquired through the Company's Employee Stock Purchase Plan, Master Savings 401(k) Plan, and grants of Restricted Stock Units.
 - (3) These options vest in equal one-third increments beginning on the one-year anniversary of the grant date.

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Remarks:

ViceÂ PresidentÂ andÂ President,
CommunicationÂ SystemsÂ Group

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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