

L 3 COMMUNICATIONS HOLDINGS INC

Form 4

May 06, 2015

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

OMB APPROVAL

OMB
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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 *
Dunwoody Ann E.

(Last) (First) (Middle)

C/O L-3 COMMUNICATIONS
CORPORATION, 600 THIRD
AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolL 3 COMMUNICATIONS
HOLDINGS INC [LLL]3. Date of Earliest Transaction
(Month/Day/Year)
05/05/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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. Code (Instr. 8)	4. Securities Acquired 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/05/2015 ⁽¹⁾		A		242	A	\$ 113.38 ⁽²⁾
Common Stock	05/05/2015		A		1,058 ⁽⁴⁾	A	\$ 0
							3,531 ⁽³⁾
							4,589 ⁽³⁾

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

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information contained in this form are not
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(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunwoody Ann E.
C/O L-3 COMMUNICATIONS CORPORATION
600 THIRD AVENUE
NEW YORK, NY 10016

X

Signatures

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

05/06/2015

__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).

- Date on which the Reporting Person became entitled to receive RSUs (in lieu of cash) for service as a director ("Compensation Date").
- (1) These RSUs were fully vested as of the Compensation Date. Vested RSUs do not convert into shares of Common Stock until the date on which a Reporting Person ceases to be a director of the Issuer. Dividends are reinvested, resulting in an increase in the number of RSUs subject to the award.
- (2) Closing price per share of the Issuer's Common Stock on the Compensation Date.
- (3) Does not include shares issuable upon the exercise of options.
- Grant of restricted stock units ("RSUs") that vest on the earlier of (a) the one-year anniversary of the grant date or (b) the date of the Issuer's next regular annual stockholders meeting. Vested RSUs do not convert into shares of Common Stock until the date on which a Reporting Person ceases to be a director of the Issuer. Dividends are reinvested, resulting in an increase in the number of RSUs subject to the award.
- (4)

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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