

L 3 COMMUNICATIONS HOLDINGS INC
 Form 3
 August 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * Â RISCASSI ROBERT W (Last) (First) (Middle) C/O L-3 COMMUNICATIONS CORPORATION,Â 600 THIRD AVENUE (Street) NEW YORK,Â NYÂ 10016 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/15/2006 | 3. Issuer Name and Ticker or Trading Symbol L 3 COMMUNICATIONS HOLDINGS INC [LLL] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

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 | 2,196 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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) | |
|---------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| 3/4/2003 Stock Option | Â (2) | 03/04/2013 | Common Stock | 10,000 | \$ 35.6 | D | Â |
| 11/10/2004 Stock Option | Â (3) | 11/10/2014 | Common Stock | 13,333 | \$ 68.16 | D | Â |
| 8/2/2006 Stock Option | Â (4) | 08/02/2016 | Common Stock | 15,000 | \$ 72.2 | D | Â |
| 8/2/2006 Restricted Stock Units | Â (5) | Â (6) | Common Stock | 1,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RISCASSI ROBERT W C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Christopher C. Cambria 08/16/2006

__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 10,000 shares of common stock, which options are exercisable within 60 days of August 15, 2006.
- (2) The remaining portion of this option vested on the three-year anniversary of the grant date.
- (3) The remaining portion of this option vests in equal annual increments on November 10, 2006 and 2007.
- (4) This option vests in annual one-third increments over the three-year period following the date of issuance.
- (5) These units vest on the three-year anniversary of the grant date. Each unit represents the contingent right to receive, upon vesting, one share of the Issuer's common stock.
- (6) Not applicable.

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.