L 3 COMMUNICATIONS HOLDINGS INC

Form 4

December 20, 2006

| 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 Section 16(a) of the Public Utility Holding Company Act of 1935 or Section 1940 OMB Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 | | | | | | | | | | | |
|---|-------------------------|-----------------------------|--|--|----------------------------------|---|--|---|---|--|--|
| 1. Name and Address COHEN PETER | s of Reporting Per A | Symbol L 3 CON HOLDIN | 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) (C/O L-3 COMM CORPORATION AVENUE | (Month/Da | - | nsaction | | | XDirector10% OwnerOfficer (give title below) Other (specify below) | | | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NEW YORK, NY 10016 | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (| State) (Zi | p) Table | I - Non-De | erivative S | ecuri | ties Acc | quired, Disposed of | f, or Beneficial | lly Owned | | |
| Security (Mo (Instr. 3) | • | | 3. Transaction Code (Instr. 8) | 4. Security onAcquired Disposed (Instr. 3, | ties (A) of (D) 4 and (A) or (D) | or)) | 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) | | |
| Stock 12/ Common | /18/2006 <u>(1)</u> | | A | 126 | A | (2) | , <u>–</u> | D | See | | |
| Stock | | | | | | | $77,500 \frac{(3)}{2}$ | I | footnote (4) | | |

information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Persons who respond to the collection of

number.

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

SEC 1474

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ation Date | | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

COHEN PETER A C/O L-3 COMMUNICATIONS CORPORATION 600 THIRD AVENUE NEW YORK, NY 10016



Signatures

/s/ Christopher C. 12/18/2006 Cambria

**Signature of Reporting Date Person

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 shares of the Issuer (in lieu of cash) for service as a director ("Compensation Date").
- (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.
- Shares held by Ramius Securities, LLC. The Reporting Person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the parent company of Ramius Securities, LLC. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.

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