

Opp Susan  
Form 3  
April 28, 2011

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

OMB APPROVAL

OMB Number: 3235-0104  
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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 <b>and</b> 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 <sup>(1)</sup> <sub>(2)</sub>	D	Â
Common Stock	3,813 <sup>(1)</sup> <sub>(2)</sub>	I	By husband

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)	
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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