

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUNN JAMES W</u> (Last) (First) (Middle) <u>C/O L-3 COMMUNICATIONS CORPORATION</u> <u>600 THIRD AVENUE</u> (Street) <u>NEW YORK NY 10016</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/27/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>L 3 COMMUNICATIONS HOLDINGS INC [LLL]</u>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP and President</u>		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>652</u>	<u>D</u>	

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>11/15/01 Stock Option</u>	<u>(1)</u>	<u>11/15/2011</u>	<u>Common Stock</u>	<u>24,000</u>	<u>39.695</u>	<u>D</u>	
<u>7/21/03 Stock Option</u>	<u>(2)</u>	<u>07/21/2013</u>	<u>Common Stock</u>	<u>20,000</u>	<u>45.11</u>	<u>D</u>	
<u>11/14/03 Stock Option</u>	<u>(3)</u>	<u>11/14/2013</u>	<u>Common Stock</u>	<u>50,000</u>	<u>45.8</u>	<u>D</u>	

Explanation of Responses:

1. On November 15, 2001, Mr. Dunn was granted an option to purchase 24,000 shares of common stock, which option vested over a 3-year period in increments of 8,000 shares of common stock per year.
2. On July 21, 2003, Mr. Dunn was granted an option to purchase 20,000 shares of common stock, which option vested over a 3-year period in increments of 6,666 shares of common stock per year.
3. On November 14, 2003, Mr. Dunn was granted an option to purchase 50,000 shares of common stock, which option vested over a 3-year period in increments of 16,666 shares of common stock per year.

/s/ Christopher C. Cambria 04/27/2004
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

James W. Dunn
Exhibit to Form 3
L-3 Communications Holdings, Inc.
April 27, 2004

AUTHORIZATION

The undersigned hereby appoints Christopher C. Cambria and Michael T. Strianese, each acting alone, his or her authorized representative to execute and file with the Securities and Exchange Commission, in the name and on behalf of the undersigned, any and all of the following documents pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the Rules promulgated thereunder which relate to the securities of L-3 Communications Holdings, Inc.: (i) Initial Statement of Beneficial Ownership on Form 3, (ii) Statement of Changes in Beneficial Ownership on Form 4, and (iii) Annual Statement of Changes in Beneficial Ownership on Form 5. This Authorization shall take effect as of the date hereof and shall remain in full force and effect until the earlier of the tenth anniversary hereof or the revocation of this Authorization by the undersigned.

Date: January 6, 2004

By: /s/ James W. Dunn

James W. Dunn