

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Response)

1. Name and Address of Reporting Person*

| | | |
|--|----------|----------|
| Lanza | Frank | C. |
| (Last) | (First) | (Middle) |
| c/o L-3 Communications Corporation, 600 Third Avenue | | |
| (Street) | | |
| New York | New York | 10016 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

L-3 Communications Holdings, Inc. (LLL)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

February 19, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

| | |
|--|--|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

7. 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 Acquired, Disposed of,
or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/Year) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price (A) or (D) | 5. Amount of Securities Beneficially Owned Follow- ing Reported Transaction(s) (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--|---|--|---|--|--|
|---------------------------------------|--|---|--|---|--|--|

| | | | | | | |
|--------------|----------|---|-------------------|-----------|---|--|
| Common Stock | 02/19/03 | M | 300,000 A \$3.235 | 3,251,342 | D | |
|--------------|----------|---|-------------------|-----------|---|--|

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 4(b)(v).

(Over)

Page 1 of 2

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Transaction (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4) | 11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
|--|---|--|--|--|---|--|--|---|---|--|
|--|---|--|--|--|---|--|--|---|---|--|

| | | | | | | | | | | |
|---|------------|---------|---|---------|--------|---------|-----------------|----------------|------------------|---|
| Employee Stock Options (right to buy) | \$3.235(1) | 2/19/03 | M | 300,000 | Note 2 | 4/30/07 | Common Stock | 300,000 (1) | 1,528,572 (1) | D |
|---|------------|---------|---|---------|--------|---------|-----------------|----------------|------------------|---|

Explanation of Responses:

- (1) Adjusted to reflect 1998 recapitalization and 2002 stock split.
- (2) The options vested in installments through April 30, 2002; including certain of such options that were, prior to amendment of their terms, subject to performance target acceleration provisions.

/s/ Christopher C. Cambria

2/20/03

**Signature of Reporting Person
Christopher C. Cambria
Authorized Signatory

Date

** 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.

