

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>STRIANESE MICHAEL T</u> (Last) (First) (Middle) <u>C/O L3 TECHNOLOGIES, INC.</u> <u>600 THIRD AVENUE</u> (Street) <u>NEW YORK NY 10016</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>L3 TECHNOLOGIES, INC. [LLL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u> 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
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2017		M		22,545	A	\$76.82	141,739 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		2,900	D	\$192.79 ⁽³⁾	138,839 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		386	D	\$193.5 ⁽⁴⁾	138,453 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		4,961	D	\$196.01 ⁽⁵⁾	133,492 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		10,298	D	\$196.81 ⁽⁶⁾	123,194 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		3,500	D	\$197.83 ⁽⁷⁾	119,694 ⁽¹⁾⁽²⁾	D	
Common Stock	12/01/2017		S		500	D	\$198.56 ⁽⁸⁾	119,194 ⁽¹⁾⁽²⁾	D	

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2/24/2011 Employee Stock Option (Right to Buy)	\$76.82	12/01/2017		M		22,545	(9)	02/24/2021	Common Stock	22,545	\$0	0	D	

Explanation of Responses:

1. Does not include shares issuable upon the exercise of options.
2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
3. Represents weighted average sale price for price increments ranging from \$192.25 to \$193.07. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. Represents weighted average sale price for price increments ranging from \$193.46 to \$193.53. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
5. Represents weighted average sale price for price increments ranging from \$195.40 to \$196.39. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
6. Represents weighted average sale price for price increments ranging from \$196.42 to \$197.31. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
7. Represents weighted average sale price for price increments ranging from \$197.53 to \$198.44. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
8. Represents weighted average sale price for price increments ranging from \$198.55 to \$198.59. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
9. This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date.

Remarks:

Chairman and Chief Executive Officer

/s/ Allen E. Danzig as
Attorney-in-Fact

12/04/2017

** Signature of Reporting Person Date

* 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).

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.