
[FORM 4]

OMB APPROVAL

[] CHECK THIS BOX IF NO LONGER SUBJECT
TO SECTION 16. FORM 4 OR FORM 5
OBLIGATIONS MAY CONTINUE. SEE
INSTRUCTION 1(b).

OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

LaPenta	Robert	V.
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(Last)	(First)	(Middle)

c/o L-3 Communications Corporation
600 Third Avenue

(Street)

New York,	New York	10016
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(City)	(State)	(Zip)

2. Issuer Name AND Ticker or Trading Symbol

L-3 Communications Holdings, Inc. (LLL)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

February 6, 2003

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

6. Relationship of Reporting Person(s) 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 title below)

President and Chief Financial Officer

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	
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[illegible]

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 CONTROL NUMBER.

(Over)

SEC 1474 (09-02)

[illegible]

/s/ Christopher C. Cambria	2/11/03
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**Signature of Reporting Person Christopher C. Cambria Authorized Signatory	Date

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.

Note 1 The Reporting Person entered into a hedging arrangement termed a "variable prepaid forward agreement" with a securities broker effective as of February 5, 2003 and relating to 300,000 shares of the Issuer's Common Stock, \$0.01 par value per share (the "Shares"). The arrangement is reflected in Table II as the acquisition of a put option. Following the scheduled expiration date of May 5, 2004, the number of Shares deliverable upon exercise of the put may vary, reflecting a minimum price of \$43.1533 per share and a maximum price of \$51.7840 per share for the Shares, in each case subject to adjustment for dividends received and other events.