

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).

OMB APPROVAL

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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>LAPENTA ROBERT V</u>  (Last) (First) (Middle) <u>C/O L-3 COMMUNICATIONS CORPORATION</u> <u>600 THIRD AVENUE</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10016</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>L 3 COMMUNICATIONS HOLDINGS INC [ LLL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2004</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>President and CFO</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			

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					
Put option (right to sell)	(1)	08/13/2004		J(1)			02/10/2006	02/10/2006	Common Stock	(1)	1	D	
Put option (right to sell)	(1)	08/13/2004		J(1)			08/14/2006	08/14/2006	Common Stock	(1)	1	D	

Explanation of Responses:

1. The Reporting Person entered into two hedging arrangements termed "variable prepaid forward agreements" with a securities broker effective as of August 13, 2004 and relating to an aggregate of 275,000 shares of the Issuer's Common Stock, \$0.01 par value per share (the "Shares"). Each arrangement is reflected in Table II as the acquisition of a put option. Following the scheduled expiration date of February 10, 2006 with respect to 175,000 Shares, the number of such Shares deliverable upon exercise of the put may vary, reflecting a minimum price of \$58.7084 per share and a maximum price of \$67.5146 per share for such Shares. Following the scheduled expiration date of August 14, 2006 with respect to 100,000 Shares, the number of such Shares deliverable upon exercise of the put may vary, reflecting a minimum price of \$58.7084 per share and a maximum price of \$70.4500 per share for such Shares. In each case prices are subject to adjustment for dividends received and other events.

/s/ Christopher C. Cambria  
(Authorized Signatory)

08/17/2004

\*\* 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 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.