

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

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>Mega John S</u>  (Last) (First) (Middle) <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>04/26/2011</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>See General Remarks</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/28/2011</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

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>12,181</u> <sup>(1)(2)(3)</sup>	<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)		5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

- 1. The original Form 3 filed on April 28, 2011 is being amended to correctly report the total number of shares beneficially owned directly by the Reporting Person.
- 2. Reflects additional shares acquired through the Company's Employee Stock Purchase Plan, Master Savings (401(k)) Plan, grants of Restricted Stock Units and grants of Performance Units settled in Common Stock.
- 3. Does not include options to purchase shares of common stock.

Remarks:

Vice President and President, Microwave Group

/s/ Allen E. Danzig as  
Attorney-in-Fact  
\*\* Signature of Reporting Person      08/02/2011  
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.