

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

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.

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

4. Statement for Month/Day/Year

October 2001

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

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

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and Chief Financial Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

☒ 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

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[illegible]

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)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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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 Exer- tion cisable 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 Follow- ing Reported Trans- action (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)	

Put option (right to sell)	(Note 1)	10/19/01	J/K(1)	1	4/21/03	4/21/03	Common Stock	300,000	(Note 1)	1	D

Robert V. LaPenta
Attachment to Form 4
L-3 Communications Holdings, Inc.
October 2001

Note 1 The Reporting Person entered into a hedging arrangement termed a "variable prepaid forward agreement" with a securities broker effective as of October 19, 2001 and relating to 300,000 shares of the Issuer's Common Stock, \$0.01 par value per share (the "Shares"), after adjustment to reflect the 2-for-1 stock split declared by the Issuer's Board of Directors on April 23, 2002 (the "Stock Split"). The arrangement is reflected in Table II as the acquisition of a put option. Following the scheduled expiration date of April 21, 2003, the number of Shares deliverable upon exercise of the put may vary, reflecting a minimum price of \$43.06165 per share and a maximum price of \$49.5209 per share for the Shares, in each case as adjusted to reflect the Stock Split and subject to further adjustment for dividends received and other events.