

UNITED STATES SEC USE ONLY
Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) SEC FILE NO.
L-3 Communications Holdings, Inc. 133937434 001-14141

1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.
600 Third Avenue, 34th Floor New York, New York 10016 (212) 697-1111

2(a) NAME OF PERSON FOR WHOSE (b) SOCIAL SECURITY (c) RELATIONSHIP
ACCOUNT THE SECURITIES NO. OR IRS IDENT. NO. TO ISSUER
ARE TO BE SOLD
LaPenta, Robert V. ###-##-#### President & CFO

(d) ADDRESS STREET CITY ZIP CODE
c/o L-3 Communications Corporation
600 Third Avenue
New York, NY, 10016

INSTRUCTION: The person filing this notice should contact the issuer to obtain
the I.R.S. Identification Number and the SEC File Number.

3(a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY ----- Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))
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Common Stock	Morgan Stanley 1585 Broadway New York, NY 10036		300,000	\$17,742,000	106,920,648
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(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
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08/13/04	NYSE
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TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	4/1/96	Private Transaction	L-3 Communications Holdings, Inc.	2,944,000(1)	4/1/96	Check

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities	Gross Proceeds

REMARKS:

In accordance with the procedures described in the Commission's interpretive letter to Goldman, Sachs & Co. dated December 20, 1999, this Form 144 is being filed in connection with the sale of 300,000 shares of the Common Stock of L-3 Communications Holdings, Inc. to Morgan Stanley pursuant to a Variable Prepaid Forward Contract. The final pricing terms of the Variable Prepaid Forward Contract will be determined by the average sales price that Morgan Stanley will be able to obtain for an equivalent number of shares of L-3 Communications Holdings, Inc. Common Stock.

(1) As adjusted for two-for-one stock split announced on April 23, 2002.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

Date: 08/13/2004 /s/ Robert V. LaPenta

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).