

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>KUBASIK CHRISTOPHER E</u> (Last) (First) (Middle) <u>C/O L3 TECHNOLOGIES, INC.</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>L3 TECHNOLOGIES, INC. [LLL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2019</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>CEO & President</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			
Common Stock	02/11/2019		A		6,182 ⁽¹⁾	A	\$0	65,050 ⁽²⁾⁽³⁾	D	
Common Stock	02/11/2019		A		551 ⁽⁴⁾	A	\$0	65,601 ⁽²⁾	D	
Common Stock	02/11/2019		F		294 ⁽⁵⁾	D	\$206.59	65,307 ⁽²⁾	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
02/20/18 Employee Stock Option (Right to Buy)	\$210.98	02/11/2019 ⁽⁶⁾		A		74,747		(7)	02/20/2028	Common Stock	74,747	\$0	74,747	D	

Explanation of Responses:

1. Represents the deemed acquisition of restricted stock units upon the satisfaction of relevant performance criteria. These restricted stock units were granted on December 20, 2017 and vest on the three-year anniversary of the grant date, provided certain performance criteria have been met for the fiscal year ended December 31, 2018.
2. Does not include shares issuable upon the exercise of options.
3. Reflects additional shares acquired through the Company's Master Savings (401(k)) Plan.
4. Represents shares acquired through the vesting of performance units settled in common stock. The performance units were granted on February 16, 2016.
5. Represents the number of common shares surrendered to pay applicable tax withholding on the shares acquired through the vesting of the performance units.
6. Represents the deemed acquisition of options upon the satisfaction of relevant performance criteria. These options were granted on February 20, 2018.
7. This option vests annually in equal one-third increments beginning on the one-year anniversary of the grant date, provided certain performance criteria have been met for the fiscal year ended December 31, 2018.

/s/ Allen E. Danzig as
Attorney-in-Fact
02/13/2019
** 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.