

L 3 COMMUNICATIONS HOLDINGS INC

Form DEF 14A

March 16, 2009

Table of Contents

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to Rule 14a-12

L-3 COMMUNICATIONS HOLDINGS, INC.
(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
 - o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 1. Title of each class of securities to which transaction applies:
 2. Aggregate number of securities to which transaction applies:
 3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 4. Proposed maximum aggregate value of transaction:
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 - o Fee paid previously with preliminary materials:
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 1. Amount previously paid:
 2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed:
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Table of Contents

L-3 COMMUNICATIONS HOLDINGS, INC.

To Our Stockholders:

On behalf of the Board of Directors, I cordially invite you to attend the Annual Meeting of Stockholders of L-3 Communications Holdings, Inc., to be held at 2:30 p.m., Eastern Daylight Time, on Tuesday, April 28, 2009, at the Ritz-Carlton New York, Battery Park, located at Two West Street, New York, New York. The notice and proxy statement for the Annual Meeting are attached to this letter and describe the business to be conducted at the Annual Meeting.

In accordance with the rules of the Securities and Exchange Commission, we sent a Notice of Internet Availability of Proxy Materials on or about March 16, 2009 to our stockholders of record as of the close of business on March 2, 2009. We also provided access to our proxy materials over the Internet beginning on that date. If you received a Notice of Internet Availability of Proxy Materials by mail and did not receive, but would like to receive, a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials or on page four of this proxy statement.

To have your vote recorded, you should vote over the Internet or by telephone. In addition, if you have requested or received a paper copy of the proxy materials, you can vote by signing, dating and returning the proxy card sent to you in the envelope accompanying the proxy materials sent to you. We encourage you to vote by any of these methods even if you currently plan to attend the Annual Meeting. By doing so, you will ensure that your shares are represented and voted at the Annual Meeting. If you decide to attend, you can still vote your shares in person if you wish. Please let us know whether you plan to attend the Annual Meeting by indicating your plans when prompted over the Internet voting system or the telephone or (if you have received a paper copy of the proxy materials) by marking the appropriate box on the proxy card sent to you.

On behalf of the Board of Directors, I thank you for your cooperation and look forward to seeing you on April 28th.

Very truly yours,

Michael T. Strianese
Chairman, President and
Chief Executive Officer

TABLE OF CONTENTS

	Page
<u>Notice of 2009 Annual Meeting of Stockholders and Proxy Statement</u>	1
<u>Proxy Statement</u>	2
<u>Proposal 1. Election of Directors</u>	5
<u>Proposal 2. Approval of the L-3 Communications Corporation 2009 Employee Stock Purchase Plan</u>	9
<u>Proposal 3. Selection of Independent Registered Public Accounting Firm</u>	14
<u>The Board of Directors and Certain Governance Matters</u>	15
<u>Stockholder Proposals and Nominations</u>	19
<u>Executive and Certain Other Officers of the Company</u>	20
<u>Security Ownership of Certain Beneficial Owners</u>	24
<u>Security Ownership of Management</u>	25
<u>Compensation Discussion and Analysis</u>	26
<u>Compensation Committee Report</u>	40
<u>Summary Compensation Table</u>	41
<u>2008 Grants of Plan-Based Awards</u>	43
<u>Outstanding Equity Awards at Fiscal Year End 2008</u>	44
<u>2008 Option Exercises and Stock Vested</u>	46
<u>2008 Pension Benefits</u>	47
<u>2008 Nonqualified Deferred Compensation</u>	51
<u>Potential Payments Upon Change in Control or Termination of Employment</u>	52
<u>Compensation of Directors</u>	57
<u>2008 Director Compensation</u>	59
<u>Report of the Audit Committee</u>	61
<u>Independent Registered Public Accounting Firm Fees</u>	62
<u>Compensation Committee Interlocks and Insider Participation</u>	62
<u>Certain Relationships and Related Transactions</u>	63
<u>Equity Compensation Plan Information</u>	64
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	64
<u>General and Other Matters</u>	65
<u>Exhibit A: L-3 Communications Corporation 2009 Employee Stock Purchase Plan</u>	A-1
<u>Exhibit B: Categorical Standards for Director Independence</u>	B-1

Table of Contents

L-3 COMMUNICATIONS HOLDINGS, INC.

**NOTICE OF 2009 ANNUAL MEETING OF
STOCKHOLDERS AND PROXY STATEMENT**

Notice is hereby given that the 2009 Annual Meeting of Stockholders (the Annual Meeting) of L-3 Communications Holdings, Inc. (L-3 or the Company) will be held at the Ritz-Carlton New York, Battery Park, located at Two West Street, New York, New York on Tuesday, April 28, 2009, at 2:30 p.m., Eastern Daylight Time, for the following purposes:

1. Election of the two Class III Directors listed herein whose terms expire in 2012;
2. Approval of the L-3 Communications Corporation 2009 Employee Stock Purchase Plan;
3. Ratification of the appointment of our independent registered public accounting firm for 2009; and
4. Transaction of such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

By Order of the Board of Directors

Steven M. Post
Senior Vice President, General Counsel and
Corporate Secretary

March 16, 2009

IMPORTANT

Whether or not you currently plan to attend the Annual Meeting in person, please vote over the Internet or telephone, or (if you received a paper copy of the proxy materials) complete, date, sign and promptly mail the paper proxy card sent to you. You may revoke your proxy if you attend the Annual Meeting and wish to vote your shares in person.

Table of Contents

**L-3 Communications Holdings, Inc.
600 Third Avenue
New York, New York 10016**

PROXY STATEMENT

This proxy statement is being made available to the holders of the common stock, par value \$0.01 per share, of L-3 Communications Holdings, Inc. (the Common Stock) in connection with the solicitation of proxies for use at the Annual Meeting to be held at the Ritz-Carlton New York, Battery Park, located at Two West Street, New York, New York at 2:30 p.m., Eastern Daylight Time, on Tuesday, April 28, 2009.

RECORD DATE

Our Board of Directors has fixed the close of business on March 2, 2009 as the Record Date for the Annual Meeting. Only stockholders of record at the Record Date are entitled to notice of and to vote at the Annual Meeting or at any adjournments or postponements thereof, in person or by proxy. At the Record Date, there were 117,838,104 shares of our Common Stock outstanding and entitled to vote at the Annual Meeting. On March 16, 2009, we either mailed you a notice (the Notice) notifying each stockholder entitled to vote at the Annual Meeting how to vote online and how to electronically access a copy of this proxy statement, our Summary Annual Report and our Annual Report on Form 10-K for the year ended December 31, 2008 (together referred to as the Proxy Materials) or mailed you a complete set of the Proxy Materials. If you have not received, but would like to receive, printed copies of these documents, including a proxy card in paper format, you should follow the instructions for requesting such materials contained in the Notice.

PROXIES

The proxies are solicited on behalf of our Board of Directors for use at the Annual Meeting and any adjournments or postponements of the Annual Meeting, and the expenses of solicitation of proxies will be borne by us. The solicitation will be made primarily via the Internet and by mail, but our officers and regular employees may also solicit proxies by telephone, telegraph, facsimile, or in person. We also have retained Georgeson Inc. to assist in soliciting proxies. We expect to pay Georgeson Inc. approximately \$10,000 plus expenses in connection with its solicitation of proxies. Each holder of Common Stock is entitled to one vote for each share of our Common Stock held by such holder. The holders of a majority of the outstanding shares of our Common Stock entitled to vote generally in the election of directors, represented in person or by proxy shall constitute a quorum at the Annual Meeting.

Each stockholder may appoint a person (who need not be a stockholder) other than the persons named in the proxy to represent him or her at the Annual Meeting by completing another proper proxy. In either case, such completed proxy should be returned in the envelope provided to you for that purpose (if you have requested or received a paper copy of the Proxy Materials) or should be delivered to L-3 Communications Holdings, Inc. C/O Computershare Investor Services, P.O. Box 43102, Providence, Rhode Island 02940-5068, not later than 5:00 p.m., Eastern Daylight Time, on Monday, April 27, 2009 or by 5:00 p.m. Eastern Daylight Time on Friday, April 24, 2009 if you own shares through your 401(k) or through L-3's Employee Stock Purchase Plan (ESPP).

Any proxy delivered pursuant to this solicitation is revocable at the option of the person(s) executing the proxy upon our receipt, prior to the time the proxy is voted, of a duly executed instrument revoking it, or of a duly executed proxy bearing a later date, or in the case of death or incapacity of the person(s) executing the proxy, of written notice of such death or incapacity, or by such person(s) voting in person at the Annual Meeting. Unless revoked, all proxies representing shares entitled to vote that are delivered pursuant to this solicitation will be voted at the Annual Meeting

and, where a choice has been specified on the proxy card, will be voted in accordance with such

Table of Contents

specification. **Where a choice has not been specified on the proxy card, the proxy will be voted in accordance with the recommendations of our Board of Directors.**

Assuming a quorum is present, a majority of the shares of Common Stock entitled to vote and present in person or represented by proxy at the Annual Meeting is required for the election of directors, the approval of the L-3 Communications Corporation 2009 Employee Stock Purchase Plan (the 2009 ESPP) and the selection of the independent registered public accounting firm, except that with respect to the approval of the 2009 ESPP, the total number of votes cast on the proposal must also represent a majority of all shares of Common Stock entitled to vote on the proposal. For each of the above proposals, abstentions and instances where brokers are prohibited from exercising discretionary authority for beneficial owners who have not returned a proxy (so-called broker non-votes) will be counted for purposes of determining a quorum. However, in determining whether the 2009 ESPP has been approved by the stockholders, abstentions and broker non-votes will be counted as votes against the approval of the 2009 ESPP. In addition, for the election of directors and the selection of the independent registered public accounting firm, abstentions will be counted as votes against the election of directors and the selection of the independent registered public accounting firm.

VOTING IN PERSON

If you are a stockholder of record and prefer to vote your shares at the Annual Meeting, you must bring proof of identification along with your Notice or the admission ticket attached to your proxy card if you received a paper copy. You may vote shares held in street name at the Annual Meeting only if you obtain a signed proxy from the record holder (broker or other nominee) giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by Internet, telephone or (if you received a paper copy of the Proxy Materials) by mail so that your vote will be counted even if you later decide not to attend the Annual Meeting. Voting your proxy by the Internet, telephone or mail will not limit your right to vote at the Annual Meeting if you later decide to attend in person. If you own your shares of our Common Stock through a bank, brokerage firm or other record holder and wish to vote in person at the Annual Meeting, you must request a legal proxy from your bank or broker or obtain a proxy from the record holder.

VOTING BY INTERNET, TELEPHONE OR MAIL

The following sets forth how a stockholder can vote over the Internet, by telephone or by mail:

Voting By Internet

If you hold your shares of our Common Stock through a bank or brokerage firm (i.e., you are not a registered holder), you can vote at: www.proxyvote.com, 24 hours a day, seven days a week. You will need the 12-digit Control Number included on your Notice or your paper voting instruction form (if you received a paper copy of the Proxy Materials).

If you own your shares of our Common Stock directly in your name in our stock records maintained by our transfer agent, Computershare Trust Company, N.A., or through your 401(k) or the ESPP, you can vote at: www.investorvote.com/LLL, 24 hours a day, seven days a week. You will need the 6-digit Control Number included on your paper proxy card.

Voting By Telephone

If you hold your shares of our Common Stock through a bank or brokerage firm, you can vote using a touch-tone telephone by calling the toll-free number included on your Notice or your paper voting instruction form (if you

received a paper copy of the Proxy Materials), 24 hours a day, seven days a week. You will need the 12-digit Control Number included on your Notice or your paper voting instruction form (if you received a paper copy of the Proxy Materials).

Table of Contents

If you own your shares of our Common Stock directly in your name in our stock records maintained by our transfer agent, Computershare Trust Company, N.A., or through your 401(k) or the ESPP, you can vote using a touch-tone telephone by calling the toll-free number included on your paper proxy card, 24 hours a day, seven days a week. You will need the 6-digit Control Number included on your paper proxy card.

The Internet and telephone voting procedures, which comply with Delaware law, are designed to authenticate stockholders' identities, to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded.

Voting By Mail

If you have received a paper copy of the Proxy Materials by mail, you may complete, sign and return by mail the proxy card or voting instruction form sent to you together with the printed copies of the Proxy Materials.

Deadline for Submitting Votes By Internet, Telephone or Mail

If you hold your shares of our Common Stock through a bank or brokerage account, proxies submitted over the Internet or by telephone as described above must be received by 11:59 p.m., Eastern Daylight Time, on Monday, April 27, 2009.

If you own your shares of our Common Stock directly in your name in our stock records maintained by our transfer agent, Computershare Trust Company, N.A., proxies submitted over the Internet or by telephone as described above must be received by 2:00 a.m., Eastern Daylight Time, on Tuesday, April 28, 2009.

If you own your shares of our Common Stock through your 401(k) or the ESPP, proxies submitted over the Internet or by telephone as described above must be received by 5:00 p.m., Eastern Daylight Time, on Friday, April 24, 2009.

Proxies submitted by mail should be returned in the envelope provided to you with your paper proxy card or voting instruction form, not later than 5:00 p.m., Eastern Daylight Time, on Monday, April 27, 2009 or by 5:00 p.m., Eastern Daylight Time, on Friday, April 24, 2009 if you own your shares through your 401(k) or the ESPP.

Revocation of Proxies Submitted by Internet or Telephone

To revoke a proxy previously delivered by mail or submitted over the Internet or by telephone, you may simply vote again at a later date, using the same procedures, in which case your later submitted vote will be recorded and your earlier vote revoked. You may also attend the Annual Meeting and vote in person.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on April 28, 2009.

The following Proxy Materials are available for you to view online at <http://www.L-3com.com>: (i) this proxy statement (including all attachments); (ii) our Summary Annual Report and Annual Report on Form 10-K, in each case for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and (iii) any amendments to the foregoing materials that are required to be furnished to stockholders. In addition, if you have not received a copy of our Proxy Materials and would like one, you may download an electronic copy of our Proxy Materials or request a paper copy at <http://www.L-3com.com>. You will also have the opportunity to request paper or email copies of our Proxy Materials for all future Annual Meetings.

Table of Contents**PROPOSAL 1. ELECTION OF DIRECTORS**

Our Amended and Restated Certificate of Incorporation provides for a classified Board of Directors divided into three classes: Peter A. Cohen, Robert B. Millard and Arthur L. Simon constitute a class with a term that expires at the Annual Meeting of Stockholders in 2009 (the Class III Directors); Claude R. Canizares, Thomas A. Corcoran and Alan H. Washkowitz constitute a class with a term that expires at the Annual Meeting of Stockholders in 2010 (the Class II Directors); and John M. Shalikhvili, Michael T. Strianese and John P. White constitute a class with a term that expires at the Annual Meeting in 2011 (the Class I Directors). In light of the time that Mr. Cohen currently needs to devote to his significant business interests, the Nominating/Corporate Governance Committee and Mr. Cohen agreed that he would not be nominated for re-election as a Class III director at the 2009 Annual Meeting of Stockholders. Mr. Cohen will retire from the Board of Directors, and the Compensation and Executive Committees, effective the date of the 2009 Annual Meeting of Stockholders.

The full Board of Directors has considered and nominated the following slate of Class III nominees for a three-year term expiring in 2012: Robert B. Millard and Arthur L. Simon. Action will be taken at the Annual Meeting for the election of these two Class III nominees.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of Robert B. Millard and Arthur L. Simon, except in cases of proxies bearing contrary instructions. In the event that these nominees should become unavailable for election due to any presently unforeseen reason, the persons named in the proxy will have the right to use their discretion to vote for a substitute.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2009

The following information describes the offices held, other business directorships and the class and term of each nominee. Beneficial ownership of equity securities of the nominees is shown under the caption Security Ownership of Management on page 25.

Class III Nominees for Term Expiring in 2012

Name	Age	Principal Occupation And Other Information
Robert B. Millard	58	Director since April 1997. Lead Independent Director of the Board of Directors, member of the Compensation Committee and Chairman of the Executive Committee. Mr. Millard is currently a Partner of Realm Partnership LLC. He held various positions, including Managing Director of Lehman Brothers Inc. and its predecessors between 1976 and 2008. Mr. Millard is a director of GulfMark Offshore, Inc., Weatherford International, Inc., Associated Universities, Inc., Massachusetts Institute of Technology (MIT), New School University, Parsons School of Design, Population Council and the Remarque Institute. He is also a current member of the Council on Foreign Relations.
Arthur L. Simon	77	Director since April 2001. Member of the Audit and Nominating/Corporate Governance Committees. Mr. Simon is an independent consultant. Before his retirement, Mr. Simon was a partner at Coopers & Lybrand LLP, Certified Public Accountants, from 1968 to 1994. He is a director of Loral Space &

Communications Corp. and he serves as Chair of their Audit Committee.

Table of Contents

The nominees for election to the Board of Directors are hereby proposed for approval by the stockholders. The affirmative vote of the holders of a majority of the shares present or represented and entitled to vote at the Annual Meeting will be necessary to approve each nominee.

The Board of Directors Recommends a Vote FOR Each of the Proposed Nominees for Election to the Board of Directors.

CONTINUING MEMBERS OF THE BOARD OF DIRECTORS

The following information describes the offices held, other business directorships and the class and term of each director whose term continues beyond the 2009 Annual Meeting and who is not subject to election this year. Beneficial ownership of equity securities for these directors is shown under the caption Security Ownership of Management on page 25.

Class II Directors Whose Term Expires in 2010

Name	Age	Principal Occupation And Other Information
Claude R. Canizares	63	Director since May 2003. Member of the Audit Committee. Since 1971, Professor Canizares has been at MIT. He currently serves as the Vice President for Research and Associate Provost and is the Bruno Rossi Professor of Physics. In addition, he is a principal investigator on NASA's Chandra X-ray observatory and Associate Director of its science center. Professor Canizares is a member of the National Academy of Sciences, the International Academy of Astronautics, and a fellow of the American Academy of Arts and Sciences, the American Physical Society and the American Association for the Advancement of Science.
Thomas A. Corcoran	64	Director since July 1997. Chairman of the Audit Committee since April 27, 2004 and a member of the Executive Committee. Mr. Corcoran is also Chief Executive Officer of Corcoran Enterprises, LLC, a private management consulting firm, and in this capacity he works closely with The Carlyle Group, a Washington D.C.-based private equity firm. Mr. Corcoran has been a senior advisor to The Carlyle Group since 2004. From March 2001 to April 2004, Mr. Corcoran was the President and Chief Executive Officer of Gemini Air Cargo, a Carlyle company. Since February 2006, he has been Chairman of Proxy Aviation, Inc., a private company in Germantown, MD. Mr. Corcoran was the President and Chief Executive Officer of Allegheny Teledyne Incorporated from October 1999 to December 2000. From April 1993 to September 1999 he was the President and Chief Operating Officer of the Electronic Systems Sector and Space & Strategic Missiles Sector of Lockheed Martin Corporation. Prior to that he worked for General Electric for 26 years and from 1983 to 1993 he held various management positions with GE Aerospace and was a company officer from 1990 to 1993. Mr. Corcoran is a member of the Board of Trustees of Stevens Institute of Technology and the Boards of Directors of the American Ireland Fund, GenCorp, Inc., Proxy Aviation Systems Inc, REMEC, Inc., LaBarge, Inc., Aer Lingus Ltd., Serco Ltd. and ARINC, a Carlyle company.

Table of Contents

Name	Age	Principal Occupation And Other Information
Alan H. Washkowitz	68	Director since April 1997. Chairman of the Nominating/Corporate Governance Committee and member of the Compensation Committee. Mr. Washkowitz is a former Managing Director of Lehman Brothers, and was responsible for the oversight of Lehman Brothers Inc. Merchant Banking Portfolio Partnership L.P. Mr. Washkowitz joined Lehman Brothers Inc. in 1978 when Kuhn Loeb & Co. was acquired by Lehman Brothers. Mr. Washkowitz is a director of Peabody Energy Corporation. Mr. Washkowitz retired from Lehman Brothers Inc. in July 2005 and is currently a private investor.

Class I Directors Whose Term Expires in 2011

Name	Age	Principal Occupation And Other Information
John M. Shalikashvili	72	Director since August 1998. Member of the Compensation and Nominating/Corporate Governance Committees. General Shalikashvili (U.S. Army Ret.) is an independent consultant and a Visiting Professor at Stanford University. General Shalikashvili was the senior officer of the United States military and principal military advisor to the President of the United States, the Secretary of Defense and the National Security Council when he served as the thirteenth Chairman of the Joint Chiefs of Staff, Department of Defense, for two terms from 1993 to 1997. Prior to his tenure as Chairman of the Joint Chiefs of Staff, he served as the Commander in Chief of all United States forces in Europe and as NATO's tenth Supreme Allied Commander, Europe (SACEUR). He has also served in a variety of command and staff positions in the continental United States, Alaska, Belgium, Germany, Italy, Korea, Turkey and Vietnam.
Michael T. Strianese	53	Chairman, President and Chief Executive Officer. Mr. Strianese became Chairman on October 7, 2008 and has served as President and Chief Executive Officer and a Director since October of 2006. Until February 2007 Mr. Strianese was also our Corporate Ethics Officer. He was our interim Chief Executive Officer and Chief Financial Officer from June 2006. Mr. Strianese became Chief Financial Officer in March 2005. From March 2001 to March 2005 he was our Senior Vice President - Finance. He joined us in April 1997 as Vice President - Finance and Controller and was our Controller until July 2000. From April 1996, when Loral was acquired by Lockheed Martin, to April 1997, Mr. Strianese was Vice President and Controller of Lockheed Martin's C3I and Systems Integration Sector. In addition, he served as acting Chief Financial Officer of Lockheed Martin's Electronics Sector. Prior to Lockheed's acquisition of Loral, Mr. Strianese spent six years with Loral where he held a number of positions with increasing responsibility in areas of mergers and acquisitions and financial management. Mr. Strianese is a Certified Public Accountant and a graduate of St. John's University with a Bachelor's degree in Accounting. He is a member of the Aerospace Industries Association's Board of Governors and serves on its Executive and Finance Committees.

Table of Contents

Name	Age	Principal Occupation And Other Information
John P. White	72	<p>Director since October 2004. Member of the Nominating/Corporate Governance Committee. Dr. White is the Robert and Renée Belfer Lecturer at the John F. Kennedy School of Government, Harvard University and the Managing Partner of Global Technology Partners, LLC. Dr. White has a long history of government service, serving as U.S. Deputy Secretary of Defense from 1995-1997; as Deputy Director of the Office of Management and Budget from 1978 to 1981, and as Assistant Secretary of Defense, Manpower, Reserve Affairs and Logistics from 1977 to 1978. Dr. White also served as a lieutenant in the United States Marine Corps from 1959 to 1961. Prior to his most recent government position, Dr. White was the Director of the Center For Business and Government at Harvard University and the Chairman of the Commission on Roles and Missions of the Armed Forces. Dr. White has extensive private sector experience, including service as Chairman and CEO of the Interactive Systems Corporation, a position he held from 1981 to 1988. Following Interactive Systems Corporation's sale to the Eastman Kodak Company in 1988, he was General Manager of the Integration and Systems Product Division and a Vice President of Kodak until 1992. Dr. White also spent nine years at the RAND Corporation, where he served as the Senior Vice President of National Security Research Programs and as a member of the Board of Trustees. He continues to serve as a Senior Fellow to the RAND Corporation. Dr. White is a current member of the Council on Foreign Relations. He also serves as a Director of the Institute for Defense Analyses and the Concord Coalition. He is a member of the Policy and Global Affairs Oversight Committee of the National Research Council.</p>

Table of Contents

PROPOSAL 2. APPROVAL OF THE L-3 COMMUNICATIONS CORPORATION 2009 EMPLOYEE STOCK PURCHASE PLAN

On February 25, 2009, the Board of Directors authorized and approved the L-3 Communications Corporation 2009 Employee Stock Purchase Plan (the 2009 ESPP), subject to stockholder approval. The purpose of the 2009 ESPP is to align the interests of our employees with our stockholders by providing eligible employees with an attractive opportunity to acquire an ownership interest in the Company through the purchase of shares of Common Stock.

The 2009 ESPP is similar to the current L-3 Communications Corporation Employee Stock Purchase Plan (the Current ESPP), but provides greater flexibility to address the needs of our non-U.S. employees by allowing us to grant rights to purchase stock pursuant to different rules or sub-plans in order to achieve specific tax, securities law or other compliance objectives consistent with local law requirements.

If the 2009 ESPP is approved by the stockholders, it will become effective as of July 1, 2009, and no new options to purchase shares of Common Stock will be granted on or after that date under the Current ESPP.

The principal features of the 2009 ESPP are summarized below. The summary is qualified in its entirety by reference to the full text of the 2009 ESPP. A copy of the 2009 ESPP is attached to this proxy statement as Exhibit A and is incorporated herein by reference.

The 2009 ESPP is hereby proposed for approval by the stockholders. The affirmative vote of the holders of a majority of the shares present or represented and entitled to vote at the Annual Meeting will be necessary to approve the 2009 ESPP, except that the total number of votes cast on the proposal (i.e., not including broker non-votes and abstentions) must also represent a majority of all shares of Common Stock entitled to vote on the proposal.

DESCRIPTION OF THE 2009 EMPLOYEE STOCK PURCHASE PLAN

Background

In February 2001, the Board of Directors adopted, and our stockholders subsequently approved, the Current ESPP. In order to give the Company increased flexibility in the granting of options under an employee stock purchase program, especially to non-U.S. employees, in February 2009, the Board of Directors adopted the 2009 ESPP, subject to stockholder approval.

The rights to purchase Common Stock granted under the 2009 ESPP are intended to be treated as either:

options issued under an employee stock purchase plan that is intended to qualify under the terms of Section 423(b) of the Internal Revenue Code (the 423 Plan); or

options issued under an employee stock purchase plan that is not subject to the terms and conditions of Section 423(b) of the Internal Revenue Code (the Non-423 Plan).

As described below, the Company has the discretion to designate whether individual subsidiaries or affiliates of the Company will participate in the 2009 ESPP and whether they will participate in the 423 Plan or the Non-423 Plan.

Administration

The 2009 ESPP will be administered by the Benefits Plan Committee, a committee of senior executives appointed by our Board of Directors to administer L-3's benefit plans generally (referred to in this section as the Committee). The Committee has the discretion to interpret and construe all provisions of the 2009 ESPP.

Table of Contents

The Committee also has the discretion to adopt rules regarding the administration of the 2009 ESPP to conform to local laws or to enable employees of the Company or certain subsidiaries or affiliates to participate in the plan. However, all participants granted options under the 423 Plan must generally have the same rights and privileges within the meaning of Section 423(b)(5) of the Internal Revenue Code. To achieve a greater degree of flexibility to address local requirements, including with respect to participant contributions, payment of interest, data privacy, and tax and securities law matters, the Committee may adopt different rules, procedures or sub-plans for individual subsidiaries or affiliates designated to participate in the Non-423 Plan without regard as to whether these different rules would result in participants not having the same rights and privileges under Section 423(b)(5) of the Internal Revenue Code.

Offerings

The 2009 ESPP will be implemented by offering options to purchase Common Stock to eligible employees of the Company or its designated subsidiaries or affiliates. Each offering under the 2009 ESPP will be for a period of approximately six months. Offering periods begin on the first Trading Day (as defined in the 2009 ESPP) in January and July of each calendar year and end on the last Trading Day in June and December of each calendar year. Each participant is granted an option to purchase Common Stock on the first day of the offering period and the option is automatically exercised on the last day of the offering period using the proceeds in respect of payroll deductions or contributions the participant has made for this purpose as described below. The Committee has the power to change the beginning date, ending date and duration of offering periods, except that in no case may any offering period under the 423 Plan have a duration exceeding 27 months.

Assuming stockholders approve the 2009 ESPP, the first offering period would begin on July 1, 2009 and end on December 31, 2009.

Shares Subject to the 2009 ESPP

The maximum number of shares of Common Stock that may be issued under the 2009 ESPP, together with all shares issued under the Current ESPP, is 13,314,937 shares.

The current offering period under the Current ESPP commenced on January 2, 2009 and is scheduled to end on June 30, 2009. If the 2009 ESPP is approved by stockholders, no further offering periods will be made under the Current ESPP, and no options to purchase Common Stock will be granted under the Current ESPP on or after July 1, 2009.

As of March 2, 2009, a total of 5,314,937 shares of Common Stock has been issued under the Current ESPP with respect to all previously completed offering periods. Accordingly, if stockholders approve the 2009 ESPP, the combined maximum number of shares that may be issued under the current (and final) offering period under the Current ESPP and all subsequent offerings under the 2009 ESPP is 8,000,000 shares of Common Stock.

As of March 2, 2009, we had 117,838,104 shares of Common Stock outstanding. The 8,000,000 shares that would be available for the final offering period under the Current ESPP and all subsequent offerings under the 2009 ESPP (assuming stockholders approve the 2009 ESPP) represent approximately 6.8% of these outstanding shares. The closing price of our Common Stock, as reported on the New York Stock Exchange (NYSE) composite transaction tape on March 2, 2009, was \$63.56 per share. In the event stockholders do not approve the 2009 ESPP, the Current ESPP would remain in effect, and 2,685,063 shares of Common Stock would remain available for issuance for current and future offering periods thereunder.

Eligibility

Generally, any person who is employed by the Company, or by a subsidiary or affiliate of the Company that has been designated by the Committee, may participate in the 2009 ESPP. However, no employee is eligible to purchase Common Stock under the 2009 ESPP if, immediately after such purchase, the employee would own, directly or indirectly, stock possessing 5% or more of the total

Table of Contents

combined voting power or value of all classes of stock of the Company (including any stock that such employee may purchase under all outstanding rights and options).

The Committee has the power, in its sole discretion, to designate whether individual subsidiaries or affiliates of the Company will participate in the 2009 ESPP, and, if so, whether they will participate in the 423 Plan or the Non-423 Plan. To be eligible for participation in the 423 Plan, the subsidiary must be at least 50% owned by the Company and satisfy the other requirements of Section 424(f) of the Internal Revenue Code.

As of March 2, 2009, approximately 65,000 employees, including all of our executive officers, would be eligible to participate in the 2009 ESPP assuming that the Committee designated all subsidiaries and affiliates of the Company for participation in the 2009 ESPP.

Participation by Eligible Employees; Payment for Shares; Purchase Price

An eligible employee becomes a participant in the 2009 ESPP by giving instructions to the plan recordkeeper authorizing payroll deductions or, if payroll deductions are not permitted under local law, such other means of contribution specified by the Committee. An employee's payroll deductions or other contributions under the 2009 ESPP may be up to 10% (or such other percentage as the Committee may determine) of such employee's

Compensation (as defined in the 2009 ESPP). The Committee has the power to change the maximum percentage of Compensation that an employee may deduct or contribute under the ESPP. However, a participant's total payroll deductions or other contributions may not exceed \$21,250 for any calendar year.

A participant may elect to make one increase and one decrease to the rate of his or her payroll deductions or other contributions at any time during an offering period by giving instructions to the plan recordkeeper. All payroll deductions or contributions are credited to the participant's account under the 2009 ESPP and deposited with our general funds, unless otherwise required under applicable local law.

The per share purchase price for Common Stock purchased under the 2009 ESPP is 85% of the fair market value of a share of Common Stock on the last day of the offering period. Upon the completion of the offering period, the Company will automatically apply the funds in the participant's account to purchase the maximum number of shares (including fractional shares) of our Common Stock at the designated purchase price. However, participants in the 423 Plan may not purchase more than \$25,000 worth of Common Stock in any calendar year (based on the fair market value of the shares on the first day of each offering period during the year).

Termination of Participation

A participant may withdraw from an offering period by giving instructions to the plan recordkeeper. In connection with a withdrawal, a participant may elect, at least five business days prior to the last day of the offering period, to receive a refund of any payroll deductions or other contributions accumulated during the offering period. A participant's termination of employment with the Company and all designated subsidiaries and affiliates during an offering period will have the same effect as a withdrawal and an election to receive a refund.

Restrictions on Transfer

Rights granted under the 2009 ESPP are not transferable by a participant other than by will or the laws of inheritance following the participant's death.

Duration, Amendment and Termination

The Board of Directors has the power to amend, suspend or terminate the 2009 ESPP. However, stockholder approval is required within 12 months of an amendment by the Board of Directors to increase the maximum number of shares issuable under the plan (other than for adjustments upon

Table of Contents

changes in our capitalization as described below), to amend the requirements as to the class of employees eligible to participate in the plan or to change the granting corporation or the stock available for purchase under the plan.

Adjustments Upon Changes In Capitalization

In the event of any increase or decrease in the number of issued shares of Common Stock resulting from a stock split, reverse stock split, stock dividend, combination or reclassification or other extraordinary corporate event, the Committee shall equitably adjust the maximum number of shares issuable under the 2009 ESPP and the number of shares of Common Stock covered by each option under the 2009 ESPP which has not yet been exercised to prevent dilution or enlargement of the rights of participants.

Participation By Our Named Executive Officers

Future benefits under the 2009 ESPP are not currently determinable, as they will depend on the actual purchase price of our shares of Common Stock in future offering periods, the market value of our Common Stock on various future dates, the amount of contributions eligible employees elect to make under the 2009 ESPP and similar factors. If stockholders approve the 2009 ESPP, our named executive officers will be eligible to participate in the 2009 ESPP on the same terms and conditions as all other participants in the 423 Plan.

Federal Income Tax Information

The following summary briefly describes U.S. federal income tax consequences of rights under the 2009 ESPP, but is not a detailed or complete description of all U.S. federal tax laws or regulations that may apply, and does not address any local, state or other country laws. Therefore, no one should rely on this summary for individual tax compliance, planning or decisions. Participants in the 2009 ESPP should consult their own professional tax advisors concerning tax aspects of rights under the 2009 ESPP. This proxy statement is not written or intended to be used, and cannot be used, for the purposes of avoiding taxpayer penalties. The discussion below concerning tax deductions that may become available to us under U.S. federal tax law is not intended to imply that we will necessarily obtain a tax benefit or asset from those deductions. Taxation of equity-based payments in other countries is complex, does not generally correspond to federal tax laws and is not covered by the summary below.

423 Plan. Options to purchase shares granted under the 423 Plan are intended to qualify for favorable federal income tax treatment associated with rights granted under an employee stock purchase plan that qualifies under the provisions of Section 423(b) of the Internal Revenue Code. Under these provisions, no income will be taxable to a participant until the shares purchased under the 2009 ESPP are sold or otherwise disposed of. If the shares are disposed of within two years from the offering date or within one year from the purchase date of the shares, a transaction referred to as a disqualifying disposition, the participant will realize ordinary income in the year of such disposition equal to the difference between the fair market value of the stock on the purchase date and the purchase price. The amount of such ordinary income will be added to the participant's basis in the shares, and any additional gain or resulting loss recognized on the disposition of the shares after such basis adjustment will be a capital gain or loss. A capital gain or loss will be long-term if the participant holds the shares for more than one year after the purchase date.

If the stock purchased under the 2009 ESPP is sold (or otherwise disposed of) more than two years after the beginning of the offering period and more than one year after the stock is transferred to the participant, then the lesser of (a) the excess of the fair market value of the stock at the time of such disposition over the purchase price and (b) the excess of the fair market value of the stock as of the beginning of the offering period over the purchase price (determined as of the beginning of the offering period) will be treated as ordinary income. The amount of such ordinary income will be added to the participant's basis in the shares, and any additional gain recognized on the disposition of the

Table of Contents

shares after such basis adjustment will be long-term capital gain. If the fair market value of the shares on the date of disposition is less than the purchase price, there will be no ordinary income and any loss recognized will be a capital loss.

The Company will generally be entitled to a deduction in the year of a disqualifying disposition equal to the amount of ordinary income realized in the United States by the participant as a result of such disposition, subject to the satisfaction of any tax-reporting obligations. In all other cases, no deduction is allowed.

Non-423 Plan. With respect to options to purchase shares granted under the Non-423 Plan, an amount equal to the difference between the fair market value of the stock on the purchase date and the purchase price will be treated as ordinary income at the time of such purchase. In such instances, the amount of such ordinary income will be added to the participant's basis in the shares, and any additional gain or resulting loss recognized on the disposition of the shares after such basis adjustment will be a capital gain or loss. A capital gain or loss will be long-term if the participant holds the shares for more than one year after the purchase date.

The Company will generally be entitled to a deduction in the year of purchase equal to the amount of ordinary income realized by the participant in the United States as a result of such disposition, subject to the satisfaction of any tax-reporting obligations. For U.S. participants, FICA/FUTA taxes will be due in relation to ordinary income earned as a result of participation in the Non-423 Plan.

The Board of Directors Recommends a Vote FOR Approval of the L-3 Communications Corporation 2009 Employee Stock Purchase Plan.

Table of Contents

**PROPOSAL 3. SELECTION OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors has selected PricewaterhouseCoopers LLP to act as our independent registered public accounting firm for the fiscal year ending December 31, 2009, and a proposal to ratify this selection will be submitted to the stockholders at the Annual Meeting. PricewaterhouseCoopers LLP has acted as our independent registered public accounting firm since our formation in 1997, and the Audit Committee and the Board of Directors believe it is desirable and in our best interests to continue to retain that firm. Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting. Such representatives will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

If the foregoing proposal is not approved by the holders of a majority of the shares represented at the Annual Meeting, the selection of our independent registered public accounting firm will be reconsidered by the Audit Committee and the Board of Directors.

The Board of Directors Recommends a Vote FOR Ratification of the Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm.

Table of Contents

THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

Our Board of Directors directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the Board of Directors and four standing committees: the Executive, Audit, Nominating/Corporate Governance and Compensation Committees. In addition, from time to time, special committees may be established under the direction of the Board of Directors when necessary to address specific issues.

The Board of Directors has affirmatively determined that all of the directors, other than Mr. Strianese, including those who serve on the Executive, Audit, Nominating/Corporate Governance and Compensation Committees of the Board of Directors, have no material relationship with us, either directly or as a partner, stockholder or officer of an organization that has a relationship with us. Therefore, all of our directors, other than Mr. Strianese, are independent for purposes of the NYSE listing standards. In connection with its determination that Mr. Millard and Professor Canizares are independent directors, the Board of Directors considered the fact that we conducted business with MIT where Mr. Millard is a trustee and Professor Canizares is employed as a full time professor. During 2008, we retained MIT to provide research and development on our behalf, and MIT purchased equipment from us. Payments made to, or received from, MIT were less than 1% of MIT's or L-3's annual consolidated gross revenues during its last completed fiscal year. Mr. Millard and Professor Canizares did not have any material direct or indirect interest in these transactions and Professor Canizares recused himself from all decisions regarding L-3.

Mr. Millard serves as a director, trustee or in a similar capacity (but not as an executive officer or employee) for one or more non-profit organizations to whom we have made charitable contributions. Contributions to these organizations were less than \$100,000 during their last completed fiscal years and were below the thresholds set forth under our categorical standards of director independence.

In addition, the Board of Directors has determined that Professor Canizares and Messrs. Corcoran and Simon, members of the Audit Committee, are independent for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Pursuant to the requirements of the NYSE, the Board of Directors has adopted Corporate Governance Guidelines that meet or exceed the independence standards of the NYSE. Also, as part of our Corporate Governance Guidelines, the Board of Directors has adopted categorical standards to assist it in evaluating the independence of each of its directors. The categorical standards, which are set forth as Exhibit B to this proxy statement, are intended to assist the Board of Directors in determining whether or not certain relationships between our directors and us, either directly or as a partner, stockholder or officer of an organization that has a relationship with us, are material relationships for purposes of the NYSE independence standards. The categorical standards establish thresholds at which such relationships are deemed not to be material. Our Corporate Governance Guidelines, which include our categorical standards of independence, can be obtained through our Web site at: <http://www.L-3com.com>.

Directors are expected to attend board meetings and meetings of the committees on which they serve and to spend the time needed, and meet as frequently as necessary, in order to properly discharge their responsibilities. In addition, to the extent reasonably practicable, directors are expected to attend stockholder meetings. During the fiscal year ended December 31, 2008, the Board of Directors held nine meetings. Each director attended at least 75% of the combined number of meetings of the Board of Directors and meetings of committees on which he served during the past fiscal year. All of our current directors attended our annual stockholders meeting in April 2008. In accordance with applicable NYSE listing requirements, our independent directors hold regular executive sessions at which management, including the Chairman, President and Chief Executive Officer, is not present. Mr. Millard, our Lead Independent Director of the Board of Directors, presides at the regularly held executive sessions of the independent

directors.

Table of Contents

Executive Committee

The Executive Committee currently consists of Messrs. Cohen, Corcoran and Millard (Chairman). The Executive Committee did not meet during 2008. The Executive Committee may exercise most board powers during the period between board meetings.

Audit Committee

The Audit Committee currently consists of Professor Canizares and Messrs. Corcoran (Chairman) and Simon. This committee met fourteen times during 2008. The Audit Committee is generally responsible for, among other things:

selecting, appointing, compensating, retaining and terminating our independent registered public accounting firm;

overseeing the auditing work of any independent registered public accounting firm employed by us, including the resolution of any disagreement between management and the independent registered public accounting firm regarding financial reporting, for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;

pre-approving audit, other audit, audit-related and permitted non-audit services to be performed by the independent registered public accounting firm and related fees;

meeting with our independent registered public accounting firm to review the proposed scope of the annual audit of our financial statements and to discuss such other matters that it deems appropriate;

reviewing the findings of the independent registered public accounting firm with respect to the annual audit;

meeting to review and discuss with management and the independent registered public accounting firm our periodic financial reports prior to our filing them with the Securities and Exchange Commission (SEC) and reporting annually to the Board of Directors with respect to such matters;

reviewing with our financial and accounting management, the independent registered public accounting firm and internal auditor the adequacy and effectiveness of our internal control over financial reporting, financial reporting process and disclosure controls and procedures; and

reviewing the internal audit function.

The Board of Directors has determined that all of the members of the Audit Committee are financially literate and meet the independence requirements mandated by the NYSE listing standards, Section 10A(m)(3) of the Exchange Act and our independence standards.

In addition, the Board of Directors has determined that Mr. Simon is an audit committee financial expert, as defined by Item 407(d)(5) of Regulation S-K.

Compensation Committee

The Compensation Committee currently consists of Messrs. Cohen (Chairman), Millard, Shalikhshvili and Washkowitz. This committee, which had five meetings during 2008, is responsible for administering the L-3 Communications Holdings, Inc. 2008 Long Term Performance Plan and the L-3 Communications Holdings, Inc.

2008 Directors Stock Incentive Plan.

This committee is also responsible for, among other functions:

reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer compensation;

Table of Contents

evaluating the performance of the Chief Executive Officer in light of these corporate goals and objectives and, either as a committee or together with other independent directors (as directed by the Board of Directors), determining and approving the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the Chief Executive Officer based on such evaluation;

reviewing and approving the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers;

reviewing and making recommendations to the Board of Directors with respect to equity-based plans that are subject to the approval of L-3 s stockholders, and overseeing the activities of the individuals responsible for administering those plans;

reviewing and approving all incentive compensation plans and equity compensation plans of L-3 that are not otherwise subject to the approval of L-3 s stockholders; and

reviewing, discussing and approving the compensation discussion and analysis section contained in this proxy statement.

In fulfilling its responsibilities, the committee can delegate any or all of its responsibilities to a subcommittee of the committee. For a discussion concerning the processes and procedures for determining executive and director compensation and the role of executive officers and compensation consultants in determining or recommending the amount or form of compensation, see Compensation Discussion and Analysis beginning on page 26 and Compensation of Directors beginning on page 57.

The Board of Directors has determined that all of the members of the Compensation Committee meet the independence requirements mandated by the NYSE listing standards and the rules of the SEC in each case as they are applicable to serving on the Compensation Committee, and our standards of independence. In addition, all members of the Compensation Committee qualify as outside directors under Section 162(m) of the Internal Revenue Code. For more of a discussion concerning Section 162(m), see Compensation Discussion and Analysis Other Factors Affecting Compensation on page 38.

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee currently consists of Messrs. Shalikhshvili, Simon, Washkowitz (Chairman) and White. This committee, which met four times during 2008, monitors corporate governance policies and procedures and serves as the Nominating Committee for the Board of Directors.

The primary functions performed by this committee include, among other responsibilities:

developing, recommending and monitoring corporate governance policies and procedures for L-3 and the Board of Directors;

recommending to the Board of Directors criteria for the selection of new directors;

identifying and recommending to the Board of Directors individuals to be nominated as directors;

evaluating candidates recommended by stockholders in a timely manner;

conducting all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates;

overseeing the evaluation of the Board of Directors and management; and

overseeing and approving the management continuity planning process.

The Nominating/Corporate Governance Committee will consider candidates for nomination as a director recommended by stockholders, directors, officers, third party search firms and other sources. In

Table of Contents

identifying candidates for membership on the Board of Directors, the Nominating/Corporate Governance Committee takes into account (i) minimum individual qualifications, such as strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board of Directors and (ii) all other factors it considers appropriate. After conducting an initial evaluation of a candidate, the committee will interview that candidate if it believes the candidate might be suitable to be a director and may also ask the candidate to meet with other directors and management. If the Nominating/Corporate Governance Committee believes a candidate would be a valuable addition to the Board of Directors, it will recommend to the full Board of Directors that candidate's election.

The Nominating/Corporate Governance Committee will review all candidates in the same manner, regardless of the source of the recommendation. Individuals recommended by stockholders for nomination as a director will be considered in accordance with the procedures described under Stockholder Proposals and Nominations on page 19 of this proxy statement.

The Board of Directors has determined that all of the members of the Nominating/Corporate Governance Committee meet the independence requirements mandated by the applicable NYSE listing standards applicable to serving on the Nominating/Corporate Governance Committee and our standards of independence.

Committee Charters and Corporate Governance Guidelines

The Board of Directors has adopted a charter for each of the Audit, Nominating/Corporate Governance and Compensation Committees and corporate governance guidelines that address the make-up and functioning of the Board of Directors. You can find links to these materials on our Web site at: <http://www.L-3com.com> under the Investor Relations tab by selecting Corporate Governance. A copy of such materials may also be obtained without charge upon request from our Corporate Secretary.

Code of Ethics and Business Conduct

The Board of Directors has adopted a code of ethics and business conduct that applies to all of our directors, officers and employees. You can obtain a copy of this code without charge upon request from our Corporate Secretary. You can also find a link to such code on our Web site at: <http://www.L-3com.com>. In accordance with, and to the extent required by, the rules and regulations of the SEC, we intend to post on our Web site waivers or implicit waivers (as such terms are defined in Item 5.05 of Form 8-K of the Exchange Act) and amendments of the code of ethics and business conduct that apply to any of our directors and executive officers, including our chairman, president and chief executive officer, vice president and chief financial officer, and controller and principal accounting officer or other persons performing similar functions.

Stockholder Communications with Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to, the chair of any of the Executive, Audit, Nominating/Corporate Governance and Compensation Committees, to the non-management directors as a group or to the Lead Independent Director of the Board of Directors, may do so either by email that can be accessed through our Web site or by addressing such communications or concerns to the Corporate Secretary of L-3 Communications Holdings, Inc., 600 Third Avenue, New York, New York 10016, who will forward such communications to the appropriate party. The addressed communications may be done confidentially or anonymously.

Table of Contents

STOCKHOLDER PROPOSALS AND NOMINATIONS

Under the SEC's rules and regulations, any stockholder desiring to submit a proposal to be included in our 2010 proxy statement must submit such proposal to us no later than the close of business on November 16, 2009. Under Rule 14a-8 of the Exchange Act, a stockholder submitting a proposal to be included in the Company's proxy statement is required to be a record or beneficial owner of at least 1% or \$2,000 in market value of the Common Stock and to have held such Common Stock continuously for at least one year prior to the date of submission of the proposal, and he or she must continue to own such securities through the date on which the meeting is held. Any stockholder who wishes to present a proposal at our 2010 Annual Meeting, outside the processes of Rule 14a-8 of the Exchange Act, must have submitted such proposal to us no later than the close of business on January 31, 2009 or the Company may have discretionary authority to vote on any such proposal with respect to all proxies submitted to the Company. All proposals should be sent by certified mail, return receipt requested, to the attention of the Corporate Secretary, L-3 Communications Holdings, Inc., 600 Third Avenue, New York, New York 10016.

Stockholders may recommend director candidates for consideration by the Nominating/Corporate Governance Committee. Such notice must include the name, address, and class and number of shares owned by the stockholder making such recommendation; the name, age, business address, residence address and principal occupation of the nominee; and the number of shares beneficially owned by the nominee. It must also include the information that would be required to be disclosed in the solicitation of proxies for election of directors under federal securities laws. You must submit the nominee's consent to be elected and to serve. The Company may require any nominee to furnish any other information, within reason, that may be needed to determine the eligibility of the nominee.

The notice must be delivered to the Corporate Secretary, who will forward the notice to the Nominating/Corporate Governance Committee for consideration.

Table of Contents**EXECUTIVE AND CERTAIN OTHER OFFICERS OF THE COMPANY**

Set forth below is certain information regarding each of our current executives, other than Mr. Strianese who is presented under Class I Directors Whose Term Expires in 2011, and certain of our other officers.

Name	Age	Principal Occupation and Other Information
Curtis Brunson	61	Executive Vice President – Corporate Strategy and Development. Mr. Brunson became an Executive Vice President in February 2009 and is responsible for leading the execution of L-3's business strategy, including customer relationships, technical development and business development. Prior to that, he was a Senior Vice President. Mr. Brunson began his career in 1972 with Sperry Systems Management Division, prior to its merger into Unisys Government Services. At Unisys for over 20 years, he held several management positions of increasing responsibility. When Loral acquired Unisys Communication Systems in Salt Lake City, he was General Manager. That division became part of L-3 during its formation in 1997, with Mr. Brunson becoming President at that time. Mr. Brunson holds a Bachelor of Science degree in Computer Science from the New York Institute of Technology and a Masters of Science degree in Computer Science from Polytechnic Institute in Brooklyn, New York.
Jimmie V. Adams	72	Senior Vice President – Washington, D.C. Operations. He became a Senior Vice President in August 2006. General Jimmie V. Adams (U.S.A.F. Ret.) joined us in May 1997. From April 1996 until April 1997, he was Vice President of Lockheed Martin's Washington Operations for the CI and Systems Integration Sector. Prior to the April 1996 acquisition of Loral, he had held the same position at Loral since 1993. Before joining Loral in 1993, he was Commander-in-Chief, Pacific Air Forces, Hickam Air Force Base, Hawaii, capping a 35-year career with the U.S. Air Force. He was also Deputy Chief of Staff for Plans and Operation for U.S. Air Force Headquarters and Vice Commander of Headquarters Tactical Air Command and Vice Commander-in-Chief of the U.S. Air Forces Atlantic at Langley Air Force Base. He is a command pilot with more than 141 combat missions.
David T. Butler III	52	Senior Vice President – Business Operations. Mr. Butler became a Senior Vice President in February 2007. He had been the Vice President of Mergers, Acquisitions and Corporate Strategy since December 2000. He joined us in 1997 as our Corporate Director of Planning and Strategic Development. Prior to joining us, Mr. Butler held a number of financial positions with Loral and Lockheed Martin. Mr. Butler is a graduate of Villanova University.

Table of Contents

Name	Age	Principal Occupation and Other Information
Steven M. Post	56	Senior Vice President, General Counsel and Corporate Secretary. Mr. Post became Senior Vice President, General Counsel and Corporate Secretary on May 27, 2008. Prior to that, Mr. Post held several positions at L-3 including, most recently, Senior Vice President and General Counsel of the Integrated Systems group and prior to that, group counsel and associate counsel positions. Prior to joining L-3, Mr. Post was an instructor in the Contract Law department at the Judge Advocate General's School in Charlottesville, Va. He began his legal and military career at the Office of the Staff Judge Advocate in Ft. Dix, N.J., as the contract and fiscal law advisor and as senior trial counsel. Following that assignment, Mr. Post served as a trial attorney in the litigation division for the Judge Advocate General at the Pentagon. Mr. Post earned his law degree with honors from Indiana University, and his undergraduate degree from the University of Dayton.
Robert W. RisCassi	73	Senior Vice President. He became a Senior Vice President in August 2006. General Robert W. RisCassi (U.S. Army-Ret.) joined us in April 1997. From April 1996 to April 1997, he was Vice President of Land Systems for Lockheed Martin's C3I and Systems Integration Sector. Prior to the April 1996 acquisition of Loral, he had held the same position for Loral since 1993. He joined Loral in 1993 after retiring as Commander in Chief, United Nations Command; Combined Forces Command /Korea; and US Forces/Korea. His 35-year military career included posts as Army Vice Chief of Staff; Director, Joint Staff, Joint Chiefs of Staff; Deputy Chief of Staff for Operations and Plans; Commander of the Combined Arms Center, and several European tours.
Ralph G. D' Ambrosio	41	Vice President and Chief Financial Officer. Mr. D' Ambrosio became Chief Financial Officer in January 2007. From March 2005 to January 2007, he was our Vice President - Finance and Principal Accounting Officer and he continued to be our Principal Accounting Officer until April 2008. He became our Controller in August 2000 and a Vice President in July 2001 and was our Vice President and Controller to March 2005. He joined us in August 1997 and was our Assistant Controller until July 2000. Prior to joining us, he was a senior manager at Coopers & Lybrand LLP, where he held a number of positions since 1989. Mr. D' Ambrosio holds a Bachelor's degree, summa cum laude, in Business Administration from Iona College and a Master's degree, with honors, in Business Administration from the Stern School of Business at New York University. Mr. D' Ambrosio is also a Certified Public Accountant.

Table of Contents

Name	Age	Principal Occupation and Other Information
James W. Dunn	65	Senior Vice President and President of Sensors and Simulation Group. Mr. Dunn became a Senior Vice President in January 2004. He joined us in June 2000 as President of our Link Simulation and Training division. Prior to joining us, from April 1996, when Loral Corporation was acquired by Lockheed Martin, to May 2000, Mr. Dunn served as president of several Lockheed Martin business units, including the Tactical Defense Systems Group, the Defense Systems Group, Fairchild Systems and the NESS Eagan, Akron and Archibald divisions. Prior to that, Mr. Dunn was with the Loral Corporation, which he joined in 1978, and held a series of management positions there during his 18-year tenure, including President of Loral Fairchild Systems, Senior Vice President of Engineering and Senior Vice President of Program Management. Mr. Dunn has Bachelor's and Master's degrees in Electrical Engineering and a Master's degree in Business Administration.
Steven Kantor	64	Senior Vice President and President of Marine and Power Systems Group. Mr. Kantor became Senior Vice President and President of L-3 Marine & Power Systems in March 2008. Prior to that he was Vice President of our Power and Controls Group since January 2003. Mr. Kantor has over 35 years of experience in the defense electronics industry, serving the U.S. Department of Defense, prime contractors and OEMs and foreign allies. Previously, Mr. Kantor served as president of BAE Systems' Reconnaissance and Surveillance Systems, a position he held since 1998. Prior to that, Mr. Kantor held various executive positions at Lockheed Martin, Loral and United Technologies. Mr. Kantor holds a Bachelor of Science degree in electrical engineering from the New York Institute of Technology.
John McNellis	56	Senior Vice President and President of Integrated Systems Group. Mr. McNellis became Senior Vice President and President of L-3 Integrated Systems Group in November 2008. Prior to that he was President of our Link Simulation and Training Division since September 2003. He possesses over 30 years of executive and project management experience in a broad spectrum of domestic and international defense programs. Prior to L-3, he served as President of Lockheed Martin's Tactical Systems unit and held executive positions at Loral and IBM. Mr. McNellis has an extensive background in aircraft special mission systems, modification and maintenance; C ³ ISR; training systems; and satellite command and control. Mr. McNellis holds a Master of Science degree in physics from the University of California, Los Angeles as well as a Master of Business Administration degree from the University of Santa Clara.
Charles J. Schafer	61	Senior Vice President and President of Products Group. Mr. Schafer became a Senior Vice President in April 2002. Mr. Schafer was appointed President of the Products Group in September 1999. He joined us in August 1998 as Vice President - Business Operations. Prior to August 1998, he was President of Lockheed Martin's Tactical Defense Systems Division, a position he also held at

Loral since September 1994. Prior to the April 1996 acquisition of Loral, Mr. Schafer held various executive positions with Loral, which he joined in 1984.

Table of Contents

Name	Age	Principal Occupation and Other Information
Carl E. Vuono	74	Senior Vice President and President of Services Group. General Vuono (U.S. Army-Ret.) became a Senior Vice President in August 2006. He joined L-3 when we acquired MPRI in June of 2000. General Vuono came to MPRI and L-3 after a distinguished military career during which he served at all levels of command. His service to the nation culminated in his appointment as the 31st Chief of Staff of the U.S. Army.
Dan Azmon	45	Controller and Principal Accounting Officer. Mr. Azmon became Principal Accounting Officer in April 2008. He has been our Controller since January 2005. Mr. Azmon joined L-3 in October 2000 and was our Assistant Controller until December 2004. Prior to joining L-3, Mr. Azmon held a number of financial management and financial reporting positions at ASARCO Incorporated and Salomon Brothers, Inc., and was a manager in the audit practice at Coopers and Lybrand, LLP. He holds a Master of Business Administration degree from St. John's University in accounting and a Bachelor of Business Administration degree in finance from Hofstra University. Mr. Azmon is also a certified public accountant.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

We know of no person who beneficially owned more than five percent of the Common Stock, except as set forth below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
ClearBridge Advisors, LLC 620 8th Avenue New York, New York 10018 ⁽¹⁾	9,305,075 ⁽¹⁾	7.79% ⁽¹⁾

(1) Information shown is based on information reported by the filer on a Schedule 13G filed with the SEC on February 13, 2009, in which ClearBridge Advisors, LLC reported that it had sole dispositive power over 9,305,075 shares of Common Stock and shared voting power over 7,603,604 shares of Common Stock.

Table of Contents**SECURITY OWNERSHIP OF MANAGEMENT**

As of March 2, 2009, the Record Date, there were 117,838,104 shares of our Common Stock outstanding. The following table shows the amount of Common Stock beneficially owned (unless otherwise indicated) by our named executive officers, our directors, and by all of our current executive officers and directors as a group.

Except as otherwise indicated, all information listed below is as of March 2, 2009.

Name of Beneficial Owner	Common Stock Beneficially Owned Directly or Indirectly ⁽¹⁾	Common Stock Acquirable Within 60 Days ⁽²⁾	Total Common Stock Beneficially Owned	Percentage of Shares of Common Stock Outstanding ⁽³⁾
Directors and Named Executive Officers				
Michael T. Strianese	1,870	329,839	331,709	*
Ralph G. D. Ambrosio	2,890	24,437	27,327	*
Curtis Brunson	24,316	74,716	99,032	*
James W. Dunn	598	49,853	50,451	*
Carl E. Vuono	1,302	85,242	86,544	*
Claude R. Canizares	1,228	10,582	11,810	*
Peter A. Cohen ⁽⁴⁾	32,474	5,582	38,056	*
Thomas A. Corcoran	1,558	26,082	27,640	*
Robert B. Millard ⁽⁵⁾	178,411	23,082	201,493	*
John M. Shalikashvili	839	12,082	12,921	*
Arthur L. Simon	6,161	22,082	28,243	*
Alan H. Washkowitz ⁽⁶⁾	166,312	23,082	189,394	*
John P. White	1,356	8,082	9,438	*
Directors and Executive Officers as a Group (21 persons)	436,632	839,389	1,276,021	1.1%

(1) The number of shares shown includes shares that are individually or jointly owned and over which the individual has either sole or shared investment or voting authority. The shares of our Common Stock directly owned include the number of shares allocated to the accounts of executive officers under our savings plan as follows:

Mr. Strianese, 1,870 shares; Mr. D. Ambrosio, 1,461 shares; Mr. Brunson, 2,504 shares; Mr. Dunn, 361 shares; Mr. Vuono, 902 shares; and 16,753 shares held by the executive officers as a group.

(2) Shares that are deemed to be beneficially owned by the individual by virtue of the individual's right to acquire the shares upon the exercise of outstanding stock options within 60 days from March 2, 2009.

(3) In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights.

As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of Common Stock actually outstanding at March 2, 2009.

- (4) Includes 20,000 shares held by Ramius Securities, LLC and 12,129 shares held in a margin account at March 2, 2009. Mr. Cohen is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the parent company of Ramius Securities, LLC. Mr. Cohen disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (5) Includes 96,770 shares owned by a charitable foundation of which Mr. Millard and his wife are the sole trustees, and as to which Mr. Millard disclaims beneficial ownership.
 - (6) Includes 88,824 shares in trust, for the benefit of Mr. Washkowitz's children, for which Mr. Washkowitz and his wife are co-trustees and as to which Mr. Washkowitz disclaims beneficial ownership.
- * Share ownership does not exceed one percent, including stock options exercisable within 60 days of March 2, 2009.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This discussion addresses compensation with respect to fiscal year 2008 primarily as it relates to our named executive officers, who are:

Michael T. Strianese, Chairman, President and Chief Executive Officer

Ralph G. D. Ambrosio, Vice President and Chief Financial Officer

Curtis Brunson, Executive Vice President – Corporate Strategy and Development

James W. Dunn, Senior Vice President and President of Sensors and Simulation Group

Carl E. Vuono, Senior Vice President and President of Services Group

Oversight of L-3's Executive Compensation Practices

L-3's executive compensation program is administered by the Compensation Committee of the Board of Directors, referred to in this section as the Committee. The Committee is responsible for, among other functions, reviewing and approving compensation for the named executive officers. See pages 16-17 for further details regarding the duties and responsibilities of the Committee.

Pursuant to its charter, the Committee has the sole authority to select and/or retain outside counsel, compensation and benefits consultants, or any other advisors to provide it with advice and assistance in connection with fulfilling its responsibilities. As described more fully below, in determining executive compensation, the Committee reviews all components of the named executive officers' compensation and takes into account a number of variables, including the extensive compensation and other data distributed to the Committee and the advice of Mercer (US) Inc. (Mercer), an outside consulting firm that was retained by, and reports directly to, the Committee. Mercer assists the Committee in connection with the Committee's evaluation of L-3's executive compensation program. Mercer also currently advises the Committee on a variety of issues, including compensation strategy, market benchmarking, executive pay trends and developments and the review of L-3's incentive compensation plans and potential design modifications.

Objectives of Executive Compensation Program

L-3 is one of the largest aerospace and defense contractors in the United States. Our executive compensation program is designed to drive L-3's mission to maximize stockholder value. The specific objectives of our executive compensation program include the following:

Alignment – to align the interests of executives and stockholders through equity-based compensation awards;

Retention – to attract, retain and motivate highly qualified, high performing executives to lead our continued growth and success. Many of our executives are often presented with other professional opportunities, and we offer a variety of compensation components to retain our executives' services. L-3 provides fair and competitive pay relative to comparably-sized organizations in its industry; and

Performance to provide rewards commensurate with performance by emphasizing variable compensation that is dependent upon the executive's achievements and L-3's performance.

To achieve these specific objectives, the executive compensation program is guided by the following core principles:

rewards under annual and long-term incentive plans are based upon L-3's short-term, intermediate-term and long-term financial results and increasing stockholder value through stock price appreciation and the payment of dividends;

Table of Contents

named executive officer pay is set at competitive levels to attract, retain and motivate highly talented individuals who are necessary for L-3 to achieve its goals, objectives and overall financial success;

compensation of each executive is based on such individual's role, responsibilities, performance and experience; and

our executive compensation program places a strong emphasis on performance-based variable pay to ensure a high pay-for-performance culture, without encouraging undue risk-taking by balancing compensation elements that focus on short-term, intermediate-term and long-term performance.

Program Overview

We use a variety of components in our executive pay program. The following chart provides an overview of our compensation and benefits programs and why each of these particular elements is included.

Element	Purpose	Characteristics
<i>Base Salaries</i>	Compensate executives for their level of responsibility and sustained individual performance. Also helps attract and retain strong talent.	Fixed component; eligibility for annual merit increases based on sustained individual performance.
<i>Annual Incentives</i>	Promote the achievement of L-3's annual corporate and business unit financial goals, as well as individual goals.	Performance-based cash opportunity; amount earned will vary based on L-3, business unit and individual results.
<i>Long-Term Incentives</i>	Promote the achievement of (1) stock price appreciation, (2) intermediate-term results and (3) retention of key executives.	Equity and cash awards, including performance-based awards; amounts earned/realized will vary from the targeted grant-date fair value based on actual financial and/or stock price performance.
<i>Retirement Plans</i>	Provide an appropriate level of replacement income upon retirement. Also provide an incentive for a long-term career with L-3, which is a key objective.	Fixed component; however, retirement benefit accruals tied to pay will vary based on performance.

Factors Considered When Setting Executive Compensation

When making pay determinations for the named executive officers, the Committee considers a variety of factors including, among others:

L-3's actual performance as compared to its business plan and as compared to its prior year performance;

L-3's performance as compared to its industry peers;

Individual performance and expected contribution to L-3's future success, taking into account, among other matters, relative levels of responsibility within the executive team;

Changes in economic conditions and the external marketplace; and

Table of Contents

In the case of the named executive officers other than the Chairman, President and Chief Executive Officer, the recommendations of Mr. Strianese, L-3's Chairman, President and Chief Executive Officer.

Ultimately, the Committee uses its discretion and business judgment when determining precisely how much to pay our named executive officers, taking into account the extensive information it has been provided with and the advice of Mercer. The Committee evaluates each named executive officer's performance during the year based on L-3's performance, leadership qualities, business responsibilities and long-term potential to enhance stockholder value. The Committee reviews each component of each named executive officer's compensation and takes into account the views of the Chairman, President and Chief Executive Officer and Mercer when determining what salary, bonus, long-term incentives and other benefits to give each executive to meet L-3's objectives.

In developing the pay recommendations and resulting levels of compensation for each named executive officer, Mercer presents peer group pay practices, compensation survey data and general industry pay practices to the Committee and the Chairman, President and Chief Executive Officer. The Chairman, President and Chief Executive Officer develops pay recommendations for the other named executive officers, which are discussed and, as appropriate, approved by the Committee. The Chairman, President and Chief Executive Officer also provides the Committee with a written self-assessment, but does not participate in the setting of his own compensation. The named executive officers other than the Chairman, President and Chief Executive Officer do not participate in the setting of compensation for themselves or for any other named executive officer.

In setting total compensation, the Committee generally applies a consistent approach for all of L-3's named executive officers. Exceptions to our policies are made, as appropriate, to address critical business and personal needs.

Factors Considered

In setting compensation for the named executive officers, the Committee considers the following:

Cash versus non-cash compensation. The Committee considers an appropriate balance between cash and non-cash compensation, considering general industry pay practices and pay practices among L-3's peer companies. Base salary, annual incentives and a portion of the performance units are cash-based. Stock options, restricted stock units and a portion of the performance units are equity-based.

Prior year's compensation. The Committee considers the prior year's bonuses and long-term incentive awards when approving bonus payouts or equity grants.

Performance and competitive practices. On an annual basis, and in connection with setting executive compensation packages for the named executive officers, the Committee reviews L-3's performance relative to a number of financial metrics, including: earnings per share growth; free cash flow growth; net income to free cash flow conversion; and total stockholder return. In addition, the Committee considers peer group pay practices and current market trends. No specific weighting is assigned to any particular factor when setting compensation levels, nor are particular targets set for any particular factor. Total compensation from year to year can vary significantly based on L-3's performance, the business unit's performance (as applicable) and the individual executive's performance.

Application of discretion. The Committee evaluates numerous factors, including executive and L-3 performance, and uses its discretion and informed judgment when determining appropriate compensation levels.

Table of Contents

When considering L-3's compensation practices and levels, the Committee reviews the compensation practices and levels of a group of leading aerospace and defense companies (peer group) that meet one or more of the following criteria:

Global operations;

Diversified business; and/or

Similar in revenue, business mix and major customers to L-3.

Mercer develops the peer group information for the Committee. In 2008, the Committee refined the composition of the peer group from the one used in 2007 to include more companies similar in revenue, business mix and major customers to L-3. As a result, the peer group consists of the following fourteen companies, including five companies that were added to the peer group for 2008:

Company	Reason for Inclusion (if Added to Peer Group for 2008)
General Dynamics Corporation	
Goodrich Corporation	
Honeywell International, Inc.	
ITT Corporation	
Lockheed Martin Corporation	
Northrop Grumman Corporation	
Raytheon Company	
Rockwell Collins, Inc.	
United Technologies Corporation	
Danaher Corporation	Comparable revenue to L-3; sizable sales in aerospace/defense and related industries
Eaton Corporation	Comparable revenue to L-3; sizable sales in aerospace/defense and related industries
Parker Hannifin Corporation	Comparable revenue to L-3; sizable sales in aerospace/defense and related industries
SAIC, Inc.	Majority of revenue from U.S. government, including Department of Defense
Textron Inc.	

Comparable revenue to L-3; major segments include Bell (Helicopter) and Cessna

The following five companies were removed from the peer group used in 2007:

Company	Reason for Exclusion
Alliant Techsystems, Inc.	Significantly lower revenue as compared to L-3
Boeing Company	Focus on commercial sales; significantly higher revenue as compared to L-3
Harris Corporation	Significantly lower revenue as compared to L-3
Precision Castparts Corporation	Focus on sales to aerospace original equipment manufacturers
Sequa Corporation	Taken private in December 2007

Table of Contents

The Committee believes that its peer group, taken as a whole, is appropriate for purposes of benchmarking L-3's executive compensation practices and levels.

The Committee also reviews competitive compensation levels prepared by Mercer using the most appropriate compensation surveys available, including surveys from Mercer, Hewitt Associates, Inc., Towers Perrin and Watson Wyatt Worldwide, Inc. Compensation survey data provides information on pay levels for a broader group of companies than the peer group, across many industries. Companies included in the review of competitive compensation levels are selected based on revenue, as executive compensation levels typically are positively correlated with company size.

Mercer provides the Committee with summary percentile statistics (i.e., 25th, 50th and 75th percentiles) for the following components of compensation: base salary; annual incentive as a percentage of salary; total cash compensation (base salary plus annual incentives); long-term incentive awards expressed as a dollar value and as a percentage of salary; and total direct compensation (total cash compensation plus long-term incentive awards). The Committee focuses on both peer group and compensation survey data for the named executive officers other than the Chairman, President and Chief Executive Officer. Regarding competitive compensation levels for the Chairman, President and Chief Executive Officer, the Committee has determined that focusing solely on the compensation of the Chief Executive Officers for the 14 companies in the peer group more closely represents the labor market for this position than a blend that includes compensation survey data.

Total Direct Compensation

As discussed above, L-3's executive compensation package emphasizes a performance-based annual bonus and long-term incentive awards. As a result, a significant majority of the named executive officers' compensation is dependent upon the performance of L-3, the named executive officer, and his business group, as applicable. The following table sets forth the actual allocation for 2008 among base salary, annual bonus and long-term incentive awards for L-3's named executive officers:

Element	Chairman, President and Chief Executive Officer	Average of 4 other named executive officers
Base salary ⁽¹⁾	10%	21%
Performance-based compensation:		
Annual bonus	22%	32%
Long-term incentive ⁽²⁾	68%	47%

(1) Base salary reflects annualized rate as of April 1, 2008, when all the named executive officers received a base salary increase.

(2) Long-term incentives reflect the specific dollar values approved by the Committee for long-term incentive awards. For a further discussion, see Long-Term Incentives beginning on page 32.

The Committee feels that the allocation of pay elements shown above achieves an appropriate balance among short-term, intermediate-term and long-term compensation, as well as between fixed and variable compensation. The

Committee believes that the greater weighting placed on performance-based compensation, especially long-term incentives, encourages an appropriate degree of risk-taking and aligns the named executive officers' financial interests with those of our stockholders.

In 2008, total direct compensation (salary, bonus and long-term incentives) for the Chairman, President and Chief Executive Officer was approximately at the 50th percentile for his position relative to competitive market data, while total direct compensation for the other named executive officers, on average, was approximately at the 50th percentile for their positions relative to competitive market data. The Committee believes that these positionings are appropriate based on its assessment of corporate, group (as applicable) and individual performance for the named executive officers in 2008.

Table of Contents**Base Salary**

Base salary provides an executive with a steady income stream and is based upon his or her level of responsibility, experience, individual performance and contribution to our overall success. Competitive base salaries, in conjunction with other pay components, enable L-3 to attract and retain highly talented executives. The Committee typically sets base salaries for the named executive officers at approximately the 50th percentile of base salary levels. However, base salaries will vary in practice based upon an individual's level of responsibility, prior experience and performance over time.

The Committee reviews salaries annually and, when appropriate, makes adjustments after considering peer group practices for similar positions and individual factors, such as competencies, skills, experience and performance. The Committee generally approves salary increases for senior executives during the first quarter of each year. These salary increases generally become effective in April of each year. We also give senior executives salary increases when new executive roles are assumed.

The Committee approved the following base salary adjustments for the named executive officers, based on a number of factors, including the recommendation of the Chairman, President and Chief Executive Officer with respect to the compensation of the other named executive officers and relevant market data.

Named Executive Officer	Salary on December 31, 2007	New Salary for 2008⁽¹⁾	% Increase	Reason for Increase
Michael T. Strianese	\$ 1,000,000	\$ 1,200,000	20%	Market Adjustment ⁽²⁾
Ralph G. D. Ambrosio	\$ 475,000	\$ 525,000	11%	Market Adjustment ⁽³⁾
Curtis Brunson	\$ 500,000	\$ 520,000	4%	Merit ⁽⁴⁾
James W. Dunn	\$ 475,000	\$ 500,000	5%	Merit ⁽⁴⁾
Carl E. Vuono	\$ 500,000	\$ 525,000	5%	Merit ⁽⁴⁾

(1) All base salary increases were effective April 1, 2008.

(2) For Mr. Strianese, whose most recent salary increase was in 2006, the Committee raised his salary to approximately the 50th percentile of base salary levels, based on a review of peer group data.

(3) For Mr. D. Ambrosio, the Committee raised his salary to approximately the 50th percentile of base salary levels, based on a review of peer group and compensation survey data.

(4) Merit salary increases represent increases that are in the ordinary course, i.e., are designed to generally maintain competitive positioning as compared to market levels.

Annual Incentive Plan

The Annual Incentive Plan provides all senior executives, including the named executive officers, with the opportunity to earn annual cash bonuses based on the performance of L-3, their business unit (as applicable) and the executive. Bonuses are paid in the year following the year of performance. Bonuses earned for 2008 were paid in February 2009.

The Committee evaluated L-3's financial performance within the context of peer group performance, as compared to actual prior year results and as compared to its business plan. The Committee does not set specific targets for any of the performance measures that it reviews annually. Bonuses paid to the named executive officers are fully discretionary.

In connection with determining the amounts for 2008 bonuses for each named executive officer, the Committee considered:

1. L-3's actual 2008 financial performance as compared to the peer group, its business plan and its prior year performance;
2. for the named executive officers other than the Chairman, President and Chief Executive Officer, the significant accomplishments and overall leadership of the executive, as assessed by the Chairman, President and Chief Executive Officer to the Committee;

Table of Contents

3. for the Chairman, President and Chief Executive Officer, his significant accomplishments and overall leadership, as determined by the Committee, based, in part, on his written self-assessment;
4. the prior year's compensation for the executive;
5. in the case of the named executive officers other than the Chairman, President and Chief Executive Officer, the bonus recommendations of the Chairman, President and Chief Executive Officer;
6. competitive market pay levels for the executive's position; and
7. resultant total cash compensation (base salary plus annual bonus) and total direct compensation (total cash compensation plus long-term incentive award) levels.

For the assessment described in item (2.) above, the Chairman, President and Chief Executive Officer provided the Committee with a summary of accomplishments for each of the other named executive officers that addressed the executive's achievements with respect to categories of performance related to the executive's duties and responsibilities, including the following:

Ralph G. D. Ambrosio, Vice President and Chief Financial Officer	Curtis Brunson, Executive Vice President - Corporate Strategy and Development	James W. Dunn, Senior Vice President and President of Sensors and Simulation Group	Carl E. Vuono, Senior Vice President and President of Services Group
Financial forecasts and estimates	Coordination of company-wide business development efforts	Group sales growth	Group sales growth
Cost improvement initiatives	Alignment of research and development efforts with corporate strategy	Group operating income growth	Group operating income growth
Sarbanes-Oxley compliance		Group free cash flow growth	Group free cash flow growth
Periodic reporting	Resolution of customer concerns on important programs	Group operating margin	Group operating margin
Enterprise Risk Management initiatives	Leadership in engineering and technology initiatives	Integration of acquisitions	Integration of acquisitions
Management of L-3's capital structure	Performance as Interim President of Integrated Systems Group	Wins on important programs	Wins on important programs
		Maintaining important customers	Maintaining important customers
		Consolidation of divisions	Consolidation of divisions

Following the close of the 2008 fiscal year, the Board evaluated the performance of the Chairman, President and Chief Executive Officer, taking into account, among other considerations, a self-assessment of his accomplishments in 2008, including with respect to financial and operational performance, acquisition and divestiture activities and significant customer achievements for which he was responsible.

Based on these factors, the Committee approved the following 2008 cash bonuses for the named executive officers:

Named Executive Officer	2008 Bonus Amount
Michael T. Strianese	\$ 2,750,000
Ralph G. D. Ambrosio	\$ 650,000
Curtis Brunson	\$ 650,000
James W. Dunn	\$ 800,000
Carl E. Vuono	\$ 1,000,000

Long-Term Incentives

Long-term incentives are intended to align the interests of the named executive officers and stockholders by linking a meaningful portion of executive pay to long-term stockholder value creation and financial success over a multi-year period. Long-term incentives are also provided to facilitate L-3 stock ownership by the named executive officers and other senior executives. The Committee considers individual and L-3 performance when determining long-term incentive awards.

Table of Contents

In 2008, the Committee awarded long-term incentives to the named executive officers in the form of stock options, performance units and restricted stock units. Stock options are granted to reward executives for long-term stock price appreciation, performance units are granted to reward employees for intermediate-term results, and restricted stock units are granted to enhance retention.

When granting long-term incentive awards, the Committee approves the total dollar value for all award types, which is then allocated among stock options, performance units and restricted stock units based on a target mix described below. For purposes of converting dollar values to specific numbers of stock option, performance unit and restricted stock unit awards, stock options are valued based on the Black-Scholes valuation model used by L-3 to calculate the grant date fair value of stock option awards for financial reporting purposes, and performance units and restricted stock units are valued at the closing price of our Common Stock on the grant date.

In connection with determining the 2008 long-term incentive awards for each named executive officer, the Committee considered:

Long-term incentive award levels suggested by Mercer as appropriate to align the executive's compensation with L-3's objectives for its senior executive compensation program. Mercer's suggestions were discussed with the Chairman, President and Chief Executive Officer (for the named executive officers other than himself) and the Committee;

In the case of the named executive officers other than the Chairman, President and Chief Executive Officer, the long-term incentive award recommendations of the Chairman, President and Chief Executive Officer;

The scope of responsibility of the executive relative to other participants in the long-term incentive program;

The prior year's long-term incentive award and total direct compensation for the executive;

The long-term incentive award expressed as a percentage of the executive's base salary; and

Competitive market pay levels for the executive's position.

Based on these factors, the Committee approved the following 2008 long-term incentive awards for the named executive officers:

Named Executive Officer	Award Date Value of Long-Term Incentive Awards⁽¹⁾
Michael T. Strianese	\$ 8,250,000
Ralph G. D' Ambrosio	\$ 1,200,000
Curtis Brunson	\$ 1,200,000
James W. Dunn	\$ 1,100,000
Carl E. Vuono	\$ 1,100,000

(1) As described below, these awards contain vesting terms based on the passage of time, and in the case of performance units, are also contingent upon the achievement of pre-determined performance targets. As such, these awards are earned over future periods. The award date values set forth in this table may differ materially

from the actual values ultimately received by the named executive officers in respect of these awards.

Table of Contents

The Committee, based, in part, upon a market assessment conducted by Mercer, established the following target mix, to balance, in its judgment, the goals of stock price appreciation, intermediate-term results and executive retention:

The 2008 target mix did not change from 2007, as we believe it remains effective to achieve our goals and is consistent with market practice.

For additional information concerning the specific numbers of stock options, performance units and restricted stock units awarded to the named executive officers as a result of the valuation methodologies and target mix described above, see the 2008 Grants of Plan-Based Awards Table on page 43.

Stock Options. Stock options are a regular component of our long-term incentive program. The Committee believes that stock options align the long-term interests of L-3's executives with those of L-3's stockholders because stock options provide value to executives only if the price of our Common Stock increases after the stock options are granted. Stock option grants generally have the following characteristics:

nonqualified stock options that have an exercise price equal to the closing price of L-3 stock on the grant date;

vest in equal annual increments over a three-year period; and

expire ten years after the grant date.

Performance Units. Performance units are a regular component of our long-term incentive program. The Committee believes that performance units promote the achievement of strong intermediate-term results. Each performance unit has a target value on the grant date equal to a share of our Common Stock. The final value of each unit will vary based upon (1) the level of performance achieved over the associated performance period in relation to a pre-determined performance goal established by the Committee and (2) the closing price of our Common Stock at the end of the performance period. Units issued under the program are payable in either cash or shares of our Common Stock as determined at the time of grant by the Committee. Performance measures used under this plan are intended to reinforce stockholder value creation. The measures the Committee selected for the 2008 performance units were relative Total Stockholder Return (TSR) and growth in diluted Earnings Per Share (EPS) during the 2.5-year period beginning June 28, 2008 (the first day of our fiscal third quarter in 2008) and ending December 31, 2010. The Committee chose these measures because they are aligned with stockholder value creation both directly (TSR) and indirectly (growth in diluted EPS). Associated weightings and goals are as follows:

Relative TSR weighted 50%: This measure compares our percentile ranking in TSR to the TSR of each of the other companies in the S&P 1500 Aerospace & Defense Index (A&D Index), in accordance with the table below. The performance levels and associated unit multipliers have remained unchanged since the introduction of performance units as a regular component of the long-term incentive program in 2007. The Committee selected the A&D Index because it provides a larger group of companies than the peer group against which to

Table of Contents

compare L-3's TSR performance. In addition, the TSR performance of the A&D Index is publicly disclosed and thus provides an objective method to allow for the relative comparison of L-3 performance. TSR is defined as price change in our Common Stock plus dividends, divided by our Common Stock price at the beginning of the performance period. Dividends are assumed to be reinvested.

Performance Levels	Relative TSR	Unit Multiplier
Maximum	> 74th percentile	200%
	63rd percentile	150%
Target	50th percentile	100%
Threshold	40th percentile	50%
Below Threshold	< 40th percentile	0%

Growth in Diluted EPS weighted 50%: This measure compares our compounded annual growth rate in diluted EPS (adjusted to exclude certain categories of unusual or non-recurring items) to required performance objectives set forth in the table below. In establishing target performance levels, the Committee considers L-3's business plan and information provided to stockholders and analysts. The diluted EPS growth rates (including the categories of adjustments for non-recurring items) and associated unit multipliers have remained unchanged since the introduction of performance units as a regular component of the long-term incentive program in 2007.

Performance Levels	Diluted EPS Growth Rate	Cumulative Diluted EPS Required⁽¹⁾	Unit Multiplier
Maximum	³ 15%	³ \$ 20.48	200%
	12%	\$ 19.28	150%
Target	10%	\$ 18.52	100%
	9%	\$ 18.14	75%
Threshold	8%	\$ 17.77	50%
Below Threshold	< 8%	<\$ 17.77	0%

(1) Amounts reflected in this column reflect 2007 adjusted diluted EPS of \$5.99, which is actual 2007 diluted EPS of \$5.98, adjusted to exclude impairment losses incurred on equity investments, and gains and losses in connection with asset dispositions.

For the 2008 award, the Committee established a performance period of 2.5 years. The amount earned at the end of the 2.5-year performance period may be more or less than the target based upon our actual performance over the period.

Performance units earned based on TSR results are payable in cash, and performance units earned based on EPS results are payable in our Common Stock. The Committee believes that providing a meaningful portion of the incentives payable in our Common Stock encourages meaningful share ownership among our executives.

Performance falling between any of the identified performance levels for TSR or growth in diluted EPS in the charts above will result in an interpolated vesting (e.g., an 11% EPS Growth Rate will yield a unit multiplier of 125%).

Restricted Stock Units. Restricted stock units are a regular component of our long-term incentive program. The Committee believes that restricted stock units enhance retention of L-3's senior executives. The Committee may also make these awards to recognize increased responsibilities or special contributions, to attract new executives, to retain executives or to recognize certain other special circumstances. There were no special awards of restricted stock units in 2008 to the named executive officers. Restricted stock unit grants generally have the following characteristics:

restricted stock units that automatically convert into shares of our Common Stock on the vesting date;

Table of Contents

vest three years from the grant date; and

receive cash dividend equivalents during the vesting period.

Long-Term Incentive Grant Practices. The Committee approves all long-term incentive awards to the named executive officers at in-person or telephonic meetings. Long-term incentive awards are generally granted to the named executive officers on an annual basis at the first Committee meeting held following the release of our second quarter earnings results. It is the Committee's general policy to grant long-term incentive awards to the named executive officers either (1) during window periods we establish following quarterly announcements of historical earnings results or (2) at Committee meetings held in connection with or following new hires or promotions. The exercise price of any option granted by the Committee is the NYSE closing price for our Common Stock on the date on which the Committee approves the awards. We do not have a program, plan or practice to grant equity-based awards to any employees in coordination with the release of material nonpublic information.

Other Pay Elements

The named executive officers are eligible to participate in the same benefits and severance that we offer to our other senior executives. These include:

retirement benefits;

deferred compensation;

change in control arrangements; and

perquisites.

Retirement Benefits

L-3 provides retirement benefits as part of a competitive pay package to attract and retain its employees. All of L-3's named executive officers other than Mr. Vuono participate in the L-3 Communications Corporation Pension Plan (Corporate Pension Plan), a tax-qualified defined benefit plan, and a nonqualified Supplemental Executive Retirement Plan (SERP). The SERP provides benefits that make up for benefits that are not accrued under L-3's tax-qualified defined benefit plans due to certain limits imposed by the Internal Revenue Code. The Corporate Pension Plan and SERP are designed such that the combined annual amount a named executive officer would receive with 30 years of employment by L-3 equals approximately 45% to 55% of his or her final average pay (base salary and bonus).

Messrs. Brunson and Dunn participate in the Corporate Pension Plan and SERP, and prior to being transferred to L-3's corporate payroll on February 26, 2007 and December 27, 2003, respectively, accrued benefits under the L-3 Communication Systems West Retirement Plan and the L-3 Link Simulation and Training Retirement Plan, respectively. Both of these plans are tax-qualified defined benefit plans. Mr. Vuono does not participate in any tax-qualified or supplemental pension plan.

No employee contributions are required to participate in any of the tax-qualified plans described above or the SERP. For a more detailed discussion of these plans, see the 2008 Pension Benefits Table and the discussion that follows the table beginning on page 47 of this proxy statement.

All of L-3's named executive officers other than Mr. Vuono also participate in a component of our 401(k) plan under which L-3 matches 80% of an employee's contributions up to 5% of his or her base salary, subject to any limitations imposed by the Internal Revenue Code. Mr. Vuono participates in a component of our 401(k) plan under which his business group makes a discretionary match and a discretionary annual contribution that can vary from year to year. For 2008, the discretionary match was 100% of Mr. Vuono's contributions up to 3% of eligible compensation and the discretionary contribution will be approximately \$1,100. Our 401(k) plan also allows for catch-up contributions by eligible participants beginning in the year they attain the age of 50, which are matched at the same percentage as other employee contributions.

Table of Contents

Deferred Compensation

To provide employees with additional savings opportunities, which helps attract and retain employees, L-3 established the L-3 Communications Corporation Deferred Compensation Plan I and L-3 Communications Corporation Deferred Compensation Plan II (collectively, the L-3 Deferred Compensation Plans). These plans allow for voluntary deferrals by executives, including the named executive officers, of up to 50% of salary and 100% of annual cash incentive awards into an unfunded, nonqualified account. We do not make any contribution to any named executive officer's account. Deferred amounts receive interest at the prime rate.

Employment and Severance Arrangements

L-3 currently does not have any employment agreements with its named executive officers. L-3 also does not have any formal arrangements that provide for severance to the named executive officers other than in connection with a change in control. For further discussion, see Change in Control Arrangements below and Potential Payments Upon Change in Control or Termination of Employment beginning on page 52.

Change in Control Arrangements

To preserve morale and productivity and encourage retention in the face of the disruptive impact of an actual or rumored change in control, we provide a bridge to future employment in the event a named executive officer's job is eliminated as a consequence of a change in control. L-3's Change in Control Severance Plan is intended to align executive and stockholder interests by enabling each executive to consider corporate transactions that are in the best interests of the stockholders and other constituents without undue concern over whether the transactions may jeopardize the executive's own employment. The plan provides a lump sum payment and benefits continuation as a result of a termination of employment by L-3 without cause or by the employee for good reason during the two years following a change in control, plus protection for pre-change in control terminations that occur at the request of an acquirer or otherwise in anticipation of a change in control. The lump sum payment (severance amount) for each named executive officer is a multiple of base salary and average annual bonus for the three years prior to the year of termination, plus unpaid bonus for the current year earned through the termination date. The multiple for our Messrs. Strianese, D'Ambrosio and Brunson is 3.0, and the multiple for Messrs. Dunn and Vuono is 2.5. Upon a change in control, all unvested equity awards vest immediately (single trigger treatment of equity). Based, in part, upon a market assessment conducted by Mercer at the time the Change in Control Severance Plan was put in place in 2006, the Committee believed that the multiples for the named executive officers were appropriate, and that the single trigger treatment of equity was a common practice in the broad marketplace.

For all named executive officers, if the change in control severance payment, when aggregated with all other change in control payments, would subject the named executive officer to an excise tax under Section 280G of the Internal Revenue Code, then the severance payment will be reduced to the highest amount for which no excise tax would be due. This severance payment reduction will occur only if the reduced amount is greater than the unreduced amount net of the excise tax.

For a discussion of amounts that would be realized by L-3's named executive officers upon a change in control, see Potential Payments Upon Change in Control or Termination of Employment beginning on page 52.

Perquisites

To facilitate the attraction and retention of highly qualified executives, we provide the named executive officers with certain other benefits that we believe are consistent with current market practices. In 2008, the named executive officers were eligible for an executive physical, supplemental life insurance and participation in an executive medical

plan.

Table of Contents

In addition, for security purposes, the Chairman, President and Chief Executive Officer is provided with a company car and security driver and has access to L-3's fractionally-owned aircraft for occasional personal use. The incremental cost incurred by L-3 for the use of the company car and security driver by the Chairman, President and Chief Executive Officer is disclosed in the footnotes to the Summary Compensation Table on page 42. The Chairman, President and Chief Executive Officer reimbursed L-3 for the total incremental cost incurred by L-3 in connection with his personal use of the aircraft in 2008, as required by L-3's policy.

Stock Ownership Guidelines

In 2007, the Committee approved stock ownership guidelines for its named executive officers and a number of other senior executives. The Committee believes that executives should accumulate a meaningful level of ownership in L-3 shares over time and that such ownership will further reinforce stockholder value creation. The current stock ownership guidelines for the named executive officers are as follows:

Mr. Strianese:	5X base salary
Messrs. D. Ambrosio, Brunson, Dunn and Vuono:	3X base salary

In addition to the guidelines above, all Group Presidents and the General Counsel are subject to the guideline of 3X base salary, and other participants have guidelines of between 1X and 2X base salary. The Committee will review progress towards guideline achievement annually. Those subject to ownership guidelines have five years from becoming subject to the guidelines to achieve the required ownership percentages. After the five-year acquisition period, if executives have not met the applicable guideline, annual cash bonuses will be paid 100% in L-3 shares that cannot be sold until the guideline is satisfied.

Stock ownership is defined to include 100% of shares of Common Stock held outright, shares and share equivalents held in benefit plans and unvested restricted stock units; and 50% of the value of vested, in-the-money stock options.

Other Factors Affecting Compensation

We make reasonable efforts to maximize the tax deductibility of compensation paid to the named executive officers and to achieve favorable accounting treatment, provided that it does not conflict with intended plan design or program objectives.

Limitations on Deductibility of Compensation. Section 162(m) of the Internal Revenue Code (Section 162(m)) generally limits the tax deductibility of compensation paid by a public company to its chief executive officer and certain other highly compensated executive officers (covered employees) to \$1 million in the year the compensation becomes taxable to the executive, subject to an exception for performance-based compensation that meets certain requirements. The Committee considers the impact of this rule when developing and implementing its executive compensation programs. The Committee believes, however, that it is important to preserve flexibility in administering compensation programs in a manner designed to promote varying corporate goals. Accordingly, the Committee has not adopted a policy that all compensation must qualify as deductible under Section 162(m).

Based on the factors discussed under Base Salary, the Committee determined to pay Mr. Strianese a base salary in excess of \$1 million in order to remain competitive. The Committee determined that the additional base salary is appropriate even though the excess over \$1 million is not deductible. In addition, awards under the annual incentive plan do not qualify as deductible under Section 162(m). The Committee has structured the annual incentive plan to retain and motivate L-3's executives and to encourage strong performance on an annual basis. The Committee has determined that maintaining flexibility with respect to its short-term compensation program outweighs the ability to

achieve maximum tax efficiency.

Table of Contents

With respect to long-term incentives, the Committee has structured L-3's stock option and performance unit awards to qualify as deductible under Section 162(m). Restricted stock unit awards do not qualify as deductible. Nevertheless, the Committee has determined to include restricted stock unit awards as part of our long-term incentive program in order to enhance retention of L-3's senior executives.

Accounting and Tax Considerations. L-3 considers the accounting implications of all aspects of its senior executive compensation program. For example, awards to the named executive officers of stock options, restricted stock units and performance units payable in shares of our Common Stock qualify for favorable (i.e., fixed as opposed to variable) accounting treatment under Statement of Financial Accounting Standards (SFAS) No. 123R, *Share-Based Payment* (SFAS 123R). However, accounting treatment is just one of many factors considered by the Committee when designing compensation plans and making pay determinations.

Table of Contents

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on its review and discussion with management, the Compensation Committee recommended to L-3's Board of Directors that the Compensation Discussion and Analysis be included in L-3's proxy statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

During 2008, Peter A. Cohen (Chairman), Robert B. Millard, John M. Shalikashvili and Alan H. Washkowitz served as members of the Compensation Committee.

Peter A. Cohen (Chairman)

Robert B. Millard

John M. Shalikashvili

Alan H. Washkowitz

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table provides summary information concerning compensation paid or accrued by us to or on behalf of our Chairman, President and Chief Executive Officer, our Vice President and Chief Financial Officer and each of our three other most highly compensated executive officers, collectively referred to herein as the named executive officers.

Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards ⁽¹⁾ (\$)	Option Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation ⁽³⁾	All Other Compensation ⁽⁴⁾ (\$)
							Earnings ⁽³⁾ (\$)	
Chairman, President and Chief Executive Officer	2008	1,145,385	2,750,000	2,380,745	2,557,878		1,120,799	96,021
	2007	1,000,000	2,500,000	549,887	1,864,385		499,782	97,579
	2006	775,192	1,650,000		829,728		355,963	83,067
Vice President and Chief Financial Officer ⁽⁶⁾	2008	511,346	650,000	423,864	252,379		108,000	36,304
	2007	463,923	600,000	168,477	180,396		28,544	32,457
	2006							
	2008	514,538	650,000	316,845	292,037		243,439	77,599
Vice President and Chief Operating Officer ⁽⁷⁾	2007							
	2006							
Vice President and Chief Marketing and Sales Officer ⁽⁸⁾	2008	493,173	800,000	468,721	340,034		263,691	122,202
	2007							
	2006	429,000	575,000		421,599		178,925	89,805
Vice President and Chief Technology Officer ⁽⁸⁾	2008	518,269	1,000,000	525,706	307,984		85,616	44,889
	2007	494,271	925,000	164,953	256,727		338,458	42,354
	2006	351,052	600,000		275,828	3,953,002 ⁽⁹⁾	225,391	72,948

(1) Represents the equity compensation expense calculated in accordance with SFAS 123R and recognized in the Company's financial statements for 2008, 2007 and 2006 with respect to equity awards for restricted stock and restricted stock units granted in 2008, 2007 and 2006 and prior years, which are amortized over a three-year period, and performance units granted in 2008 and 2007 (whether payable in shares or cash), which are amortized over a 2.5-year period. The assumptions used in the valuation model for the performance units with performance targets based on Total Stockholder Return are substantially similar to the assumptions used in the stock option valuation model, other than with respect to the risk-free interest rate, which is based on U.S. Treasuries with a maturity matching the remaining measurement period, and no holding period. See Note 17 to the audited consolidated financial statements included in L-3's 2008 Annual Report on Form 10-K for a

discussion of the assumptions used in calculating equity compensation expense in connection with these stock awards. For a discussion of the general terms of restricted stock units and performance units, see Compensation Discussion and Analysis on pages 34-36 and Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.

- (2) Represents the equity compensation expense calculated in accordance with SFAS 123R and recognized in the Company's financial statements for 2008, 2007 and 2006 for stock option awards granted in 2008, 2007 and 2006 and prior years. See Note 17 to the audited consolidated financial statements included in L-3's 2008 Annual Report on Form 10-K for a discussion of the assumptions used in calculating equity compensation expense in connection with these stock option awards. Equity compensation expense excludes the charge we recorded in the 2006 second quarter in connection with our voluntary review of our historical stock-based compensation award practices. See Note 3 to the audited consolidated financial statements included in L-3's 2008 Annual Report on Form 10-K for a discussion of this charge. For a discussion of the general terms of our stock options, see Compensation Discussion and Analysis on page 34 and Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.
- (3) Amounts in this column reflect the increase in the actuarial value of defined benefit plans during 2008, 2007 and 2006, as applicable. For Mr. Vuono, amounts represent above-market earnings on nonqualified deferred compensation as discussed in footnote 9 below. Mr. Vuono does not participate in any company defined benefit plan. Actuarial value computations are based on SFAS No. 87, *Employers' Accounting for Pensions* assumptions, which are discussed in Note 19 to the audited consolidated financial statements included in L-3's 2008 Annual Report filed on Form 10-K.

Table of Contents

(4) The following table describes each component of the All Other Compensation column in the Summary Compensation Table above for 2008.

Name	Employer Contributions to Employee Savings Plan (\$)	Life Insurance^(a) (\$)	Medical Insurance Benefits^(b) (\$)	Restricted Stock Dividend Payment (\$)	Other (\$)	Total (\$)
Michael T. Strianese ^(c)	13,200	4,656	3,872	35,298	38,995 ^(d)	96,021
Ralph G. D. Ambrosio	9,200	10,664	7,706	8,734		36,304
Curtis Brunson	13,200	27,054	5,649	4,773	26,923 ^(e)	77,599
James W. Dunn	13,200	27,156	5,649	4,947	71,250 ^(e)	122,202
Carl E. Vuono	11,000	21,812	6,769	5,308		44,889

(a) Represents premium payments for executive life insurance and group term life insurance.

(b) Represents payments of medical premiums for a company-provided executive medical reimbursement plan.

(c) Mr. Strianese has access to L-3's fractionally-owned aircraft for occasional personal use. Mr. Strianese is required to and has reimbursed L-3 for all incremental costs incurred by L-3 in connection with his personal use of the aircraft.

(d) Represents the incremental cost associated with the use of a company car. These incremental costs include the monthly lease payments, maintenance, gas, tolls, parking and all other costs associated with the car.

(e) Represents payment for accumulated vacation time.

(5) Mr. Strianese was elected Interim Chief Executive Officer on June 9, 2006, and was subsequently elected President and Chief Executive Officer on October 23, 2006. He was elected Chairman on October 7, 2008.

(6) Mr. D. Ambrosio was promoted to Chief Financial Officer in January 2007.

(7) Mr. Brunson was not considered a named executive officer prior to the 2008 fiscal year.

(8) Mr. Dunn was not considered a named executive officer for the 2007 fiscal year.

(9) For 2006, Mr. Vuono received his final annual award credit of \$3,953,002 provided for under the MPRI Long Term Deferred Incentive Plan as contemplated by his amended employment agreement (which expired on June 30, 2006). Mr. Vuono's awards under this plan earned interest of \$727,794 in 2008, \$979,263 in 2007 and \$732,343 in 2006, which includes above-market earnings of \$85,616 in 2008, \$338,458 in 2007 and \$225,391 in 2006.

Table of Contents**2008 GRANTS OF PLAN-BASED AWARDS**

The following table provides information on stock options, restricted stock units and performance units granted in 2008 to each of our named executive officers under L-3 Communications Holdings, Inc. 2008 Long Term Performance Plan. Plan-based awards are generally granted to the named executive officers on an annual basis at the first Compensation Committee meeting held following the release of L-3's second quarter earnings results (July 29 in 2008).

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards ⁽¹⁾			All Other Stock Awards: Number of Shares of Stock or Units ⁽²⁾	All Other Option Awards: Number of Securities Underlying Options ⁽³⁾	Exercise or Base Price of Option Awards ⁽⁴⁾	Grant Date Fair Value of Stock and Option Awards ⁽⁴⁾
		Threshold (#)	Target (#)	Maximum (#)				
Michael T. Strianese	7/29/08					176,282	96.34	3,299,999
	7/29/08				25,690			2,474,975
	7/29/08 ⁽⁵⁾	6,423	12,845	25,690				1,237,487
	7/29/08 ⁽⁶⁾	6,423	12,845	25,690				1,411,023
Ralph G. D Ambrosio	7/29/08					25,641	96.34	480,000
	7/29/08				3,737			360,023
	7/29/08 ⁽⁵⁾	934	1,869	3,737				180,011
	7/29/08 ⁽⁶⁾	934	1,869	3,737				205,255
Curtis Brunson	7/29/08					25,641	96.34	480,000
	7/29/08				3,737			360,023
	7/29/08 ⁽⁵⁾	934	1,869	3,737				180,011
	7/29/08 ⁽⁶⁾	934	1,869	3,737				205,255
James W. Dunn	7/29/08					23,504	96.34	439,995
	7/29/08				3,425			329,965
	7/29/08 ⁽⁵⁾	856	1,713	3,425				164,982
	7/29/08 ⁽⁶⁾	856	1,713	3,425				188,118
Carl E. Vuono	7/29/08					23,504	96.34	439,995
	7/29/08				3,425			329,965
	7/29/08 ⁽⁵⁾	856	1,713	3,425				164,982
	7/29/08 ⁽⁶⁾	856	1,713	3,425				188,118

(1) Represents performance units granted to the named executive officers. The final value of each unit will vary based upon (i) the level of performance achieved over the associated performance period in relation to a

pre-determined performance goal established by the Compensation Committee and (ii) the price of our Common Stock at the end of the performance period. The measures selected for the 2008 performance units were Total Stockholder Return and growth in diluted Earnings Per Share for the 2.5-year performance period beginning June 28, 2008 and ending December 31, 2010. The amounts disclosed represent the number of shares of our Common Stock issuable (or payable in cash based on the number of shares multiplied by the closing price of our Common Stock on the last day of the performance period) assuming achievement of the specific Threshold, Target or Maximum levels of performance established by the Compensation Committee for these measures over the performance period. See Compensation Discussion and Analysis Long-Term Incentives Performance Units on pages 34-35 for a further discussion of the performance units. See Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53 for a discussion concerning the effect of a change in control or termination of employment on outstanding performance units.

- (2) Represents restricted stock units granted to the named executive officers. There were no performance or other market condition requirements included in the terms of the restricted stock unit awards to the named executive officers. For a discussion of our restricted stock units, see Compensation Discussion and Analysis Long-Term Incentives Restricted Stock Units on pages 35-36. For a discussion concerning the effect of a change in control or termination of employment on outstanding restricted stock units, see Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.
- (3) Represents stock option awards granted to the named executive officers. There were no performance or other market condition requirements included in the terms of the option awards to the named executive officers. For a discussion of our stock option awards, see Compensation Discussion and Analysis Long-Term Incentives Stock Options on page 34. For a discussion concerning the effect of a change in control or termination of employment on outstanding stock option awards, see Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.
- (4) Represents, in the case of performance unit awards, the grant date fair value of a performance unit award calculated in accordance with SFAS 123R multiplied by the Target number of shares of our Common Stock issuable (or payable in cash as discussed in Note 1 above) pursuant to the grant or, in the case of an option award or restricted stock unit award, the grant date fair value of the option award or restricted stock unit award, as the case may be, in each case, as calculated in accordance with SFAS 123R. For a discussion of the general terms of our stock options, restricted stock units, and performance units, see Compensation Discussion and Analysis on pages 34-36 and Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.
- (5) Represents performance unit awards with performance targets based on growth in diluted Earnings Per Share and are payable in our Common Stock at the end of the performance period.
- (6) Represents performance unit awards with performance targets based on Total Stockholder Return and are payable in cash based on the closing price of our Common Stock on the last day of the performance period.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2008**

The following table provides information with respect to holdings of exercisable and unexercisable stock options and unvested, and as applicable, unearned restricted stock units and performance units held by the Company's named executive officers at December 31, 2008.

Name	Grant Date	Option Awards			Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽²⁾ (#)	Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Exercise Price (\$)			Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾ (\$)
Michael T. Manese	11/15/2001	31,000		39.70	11/15/2011				
	3/4/2003	25,000		35.60	3/4/2013				
	3/4/2003	50,000		35.95	3/4/2013				
	11/10/2004	40,000		68.16	11/10/2014				
	7/12/2005	20,000		74.94	7/12/2015				
	8/2/2006	66,667	33,333	72.20	8/2/2016				
	11/6/2006	66,667	33,333	80.39	11/6/2016				
	8/1/2007	30,505	61,009	99.58	8/1/2017				
	8/1/2007					16,570	1,222,535		
	8/1/2007 ⁽⁴⁾							16,570	1,222,535
	8/1/2007 ⁽⁵⁾							16,570	1,222,535
	7/29/2008		176,282	96.34	7/29/2018				
	7/29/2008					25,690	1,895,408		
	7/29/2008 ⁽⁴⁾							25,690	1,895,408
7/29/2008 ⁽⁵⁾							12,845	947,700	
Joseph G. Ambrosio	3/15/2005	12,000		75.23	3/15/2015				
	8/2/2006	8,000	4,000	72.20	8/2/2016				

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	8/2/2006					1,500	110,670		
	8/1/2007	4,437	8,874	99.58	8/1/2017				
	8/1/2007					2,410	177,810		
	8/1/2007 ⁽⁴⁾							2,410	177,810
	8/1/2007 ⁽⁵⁾							2,410	177,810
	7/29/2008		25,641	96.34	7/29/2018				
	7/29/2008					3,737	275,716		
	7/29/2008 ⁽⁴⁾							3,737	275,716
	7/29/2008 ⁽⁵⁾							1,869	137,850
Stis Brunson	1/8/2001	15,000		32.50	1/8/2011				
	8/20/2002	2,500		54.91	8/20/2012				
	8/20/2002	5,000		49.00	8/20/2012				
	7/21/2003	6,667		45.11	7/21/2013				
	7/21/2003	13,333		49.10	7/21/2013				
	3/15/2005	15,000		75.23	3/15/2015				
	8/2/2006	13,333	6,667	72.20	8/2/2016				
	8/1/2007	3,883	7,764	99.58	8/1/2017				
	8/1/2007					2,109	155,602		
	8/1/2007 ⁽⁴⁾							2,110	155,602
	8/1/2007 ⁽⁵⁾							2,108	155,594
	7/29/2008		25,641	96.34	7/29/2018				
	7/29/2008					3,737	275,716		
	7/29/2008 ⁽⁴⁾							3,737	275,716
	7/29/2008 ⁽⁵⁾							1,869	137,850
es W. Dunn	11/14/2003	3,333		45.80	11/14/2013				
	7/12/2005	28,750		74.94	7/12/2015				
	8/2/2006	13,333	6,667	72.20	8/2/2016				
	8/1/2007	4,437	8,874	99.58	8/1/2017				
	8/1/2007					2,410	177,810		
	8/1/2007 ⁽⁴⁾							2,410	177,810
	8/1/2007 ⁽⁵⁾							2,410	177,810
	7/29/2008		23,504	96.34	7/29/2018				
	7/29/2008					3,425	252,697		
	7/29/2008 ⁽⁴⁾							3,425	252,697
	7/29/2008 ⁽⁵⁾							1,713	126,349

Table of Contents

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽²⁾ (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾ (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested ⁽³⁾ (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested ⁽³⁾ (\$)
Carl E. Vuono	7/31/2000	5,000		29.00	7/31/2010				
	7/12/2001	12,000		34.00	7/12/2011				
	3/25/2002	8,000		53.75	3/25/2012				
	3/25/2002	4,000		62.91	3/25/2012				
	11/14/2003	20,000		45.80	11/14/2013				
	7/12/2005	21,250		74.94	7/12/2015				
	8/2/2006	10,000	5,000	72.20	8/2/2016				
	8/1/2007	4,992	9,983	99.58	8/1/2017				
	8/1/2007					2,711	200,018		
	8/1/2007 ⁽⁴⁾							2,712	200,091
	8/1/2007 ⁽⁵⁾							2,710	199,944
	7/29/2008		23,504	96.34	7/29/2018				
	7/29/2008					3,425	252,697		
	7/29/2008 ⁽⁴⁾							3,425	252,697
	7/29/2008 ⁽⁵⁾							1,713	126,348

(1) Stock options vest in equal, annual increments over a three-year period starting with the grant date. For a discussion concerning the effect of a change in control or termination of employment on outstanding stock option awards, see Potential Payments Upon Change in Control or Termination of Employment – Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.

(2) Represents restricted stock units, which vest three years after the grant date. Each restricted stock unit automatically converts into one share of our Common Stock on the vesting date. For a discussion concerning the effect of a change in control or termination of employment on outstanding restricted stock unit awards, see

Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.

- (3) The market value is based on the closing price of our Common Stock on December 31, 2008 of 73.78, multiplied by the number of shares or units.
- (4) Reflects the number of shares of our Common Stock issuable assuming achievement of the Maximum level of performance in respect of performance units whose performance targets are based on growth in diluted Earnings Per Share. The Maximum level of performance is reported for these units based on the Company's performance from the beginning of the applicable performance period (July 1, 2007 for units granted in 2007 and June 28, 2008 for units granted in 2008) through December 31, 2008, measured against the applicable performance targets in accordance with applicable securities regulations. For a further discussion of our performance units, see Compensation Discussion and Analysis Long-Term Incentives Performance Units on pages 34-35. For a discussion concerning the effect of a change in control or termination of employment on performance unit awards, see Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.
- (5) Reflects the number of shares of our Common Stock payable in cash (based on the closing price of our Common Stock at the end of the performance period) assuming achievement of the Maximum level of performance for performance units granted August 1, 2007 and Target level of performance for performance units granted July 29, 2008 in respect of performance units whose performance targets are based on relative Total Stockholder Return. The level of performance is reported for these units based on the Company's performance from the beginning of the applicable performance period (July 1, 2007 for units granted in 2007 and June 28, 2008 for units granted in 2008) through December 31, 2008, measured against the applicable performance targets in accordance with applicable securities regulations. For a further discussion of our performance units, see Compensation Discussion and Analysis Long-Term Incentives Performance Units on pages 34-35. For a discussion concerning the effect of a change in control or termination of employment on performance unit awards, see Potential Payments Upon Change in Control or Termination of Employment Effect of Change in Control or Termination of Employment Upon Equity Awards on page 53.

Table of Contents**2008 OPTION EXERCISES AND STOCK VESTED**

The following table provides information regarding the amounts received by our named executive officers upon the exercise of stock options and the vesting of restricted stock during the year ended December 31, 2008. No shares of restricted stock units or performance units held by any of our named executive officers vested during 2008.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise⁽¹⁾ (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting⁽²⁾ (\$)
Michael T. Strianese	50,000	3,949,331		
Ralph G. D. Ambrosio	25,000	1,505,429		