

L 3 COMMUNICATIONS HOLDINGS INC  
Form SC 13D/A  
August 05, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**L-3 Communications Holdings, Inc.**

(Name of Issuer)

**Common Stock, \$.01 par value**

(Title of Class of Securities)

**502424104**

(CUSIP Number)

**Ralph V. Whitworth**

**Relational Investors, LLC**

**12400 High Bluff Drive, Suite 600**

**San Diego, CA 92130**

**(858) 704-3333**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**August 2, 2011**

(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: L 3 COMMUNICATIONS HOLDINGS INC - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 502424104

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors, LLC
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
  6. Citizenship or Place of Organization  
Delaware
- |     |                                     |
|-----|-------------------------------------|
| 7.  | Sole Voting Power<br>3,943,854      |
| 8.  | Shared Voting Power<br>-0-          |
| 9.  | Sole Dispositive Power<br>3,943,854 |
| 10. | Shared Dispositive Power<br>-0-     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,943,854
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
  13. Percent of Class Represented by Amount in Row (11)  
3.72%
  14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>639,487      |
| 8.  | Shared Voting Power<br>-0-        |
| 9.  | Sole Dispositive Power<br>639,487 |
| 10. | Shared Dispositive Power<br>-0-   |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
639,487
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
0.60%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Fund Partners, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                 |  |
|---|-----|---------------------------------|--|
|   | 7.  | Sole Voting Power<br>9,149      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-      |  |
|   | 9.  | Sole Dispositive Power<br>9,149 |  |
|   | 10. | Shared Dispositive Power<br>-0- |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,149
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.01%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Coast Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                  |
|-----|----------------------------------|
| 7.  | Sole Voting Power<br>36,838      |
| 8.  | Shared Voting Power<br>-0-       |
| 9.  | Sole Dispositive Power<br>36,838 |
| 10. | Shared Dispositive Power<br>-0-  |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
36,838
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
0.03%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
RH Fund 1, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>272,953      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>272,953 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
272,953
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.26%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
RH Fund 6, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>193,245      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>193,245 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
193,245
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.18%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors VIII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>739,397      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>739,397 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
739,397
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.70%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors IX, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>230,445      |
| 8.  | Shared Voting Power<br>-0-        |
| 9.  | Sole Dispositive Power<br>230,445 |
| 10. | Shared Dispositive Power<br>-0-   |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
230,445
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
0.22%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors X, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power	86,723
8.	Shared Voting Power	-0-
9.	Sole Dispositive Power	86,723
10.	Shared Dispositive Power	-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
86,723
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
0.08%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors XV, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |  |
|---|-----|----------------------------------|--|
|   | 7.  | Sole Voting Power<br>89,425      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-       |  |
|   | 9.  | Sole Dispositive Power<br>89,425 |  |
|   | 10. | Shared Dispositive Power<br>-0-  |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
89,425
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.08%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors XVI, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |  |
|---|-----|----------------------------------|--|
|   | 7.  | Sole Voting Power<br>77,413      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-       |  |
|   | 9.  | Sole Dispositive Power<br>77,413 |  |
|   | 10. | Shared Dispositive Power<br>-0-  |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
77,413
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.07%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors XX, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                  |
|-----|----------------------------------|
| 7.  | Sole Voting Power<br>73,461      |
| 8.  | Shared Voting Power<br>-0-       |
| 9.  | Sole Dispositive Power<br>73,461 |
| 10. | Shared Dispositive Power<br>-0-  |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
73,461
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
0.07%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors XXII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>124,075      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>124,075 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
124,075
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.12%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors XXIII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>102,774      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>102,774 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
102,774
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.10%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Relational Investors Alpha Fund I, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>181,310      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-        |  |
|   | 9.  | Sole Dispositive Power<br>181,310 |  |
|   | 10. | Shared Dispositive Power<br>-0-   |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
181,310
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.17%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
Ralph V. Whitworth
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
United States
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | -0-       |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 3,943,854 |
|   | 9.  | Sole Dispositive Power   | -0-       |
|   | 10. | Shared Dispositive Power | 3,943,854 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,943,854
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
3.72%
  14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
  
David H. Batchelder
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                       |
|-----|---------------------------------------|
| 7.  | Sole Voting Power<br>-0-              |
| 8.  | Shared Voting Power<br>3,943,854      |
| 9.  | Sole Dispositive Power<br>-0-         |
| 10. | Shared Dispositive Power<br>3,943,854 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,943,854
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
3.72%
14. Type of Reporting Person (See Instructions)  
IN

**Item 1. Security and Issuer**

This Schedule 13D/A constitutes the first and final amendment (the **Amendment**) to the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission ( **SEC** ) on June 22, 2011 (the **Statement** ) with respect to the common stock, \$0.01 par value (the **Shares** ) of L-3 Communications Holdings, Inc (the **Issuer** or the **Company** ). The Issuer's principal executive offices are located at 600 Third Avenue, New York, NY 10016. Except as amended by this Schedule 13D/A, the Statement remains in full force and effect.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Statement is hereby amended and restated as follows:

RILLC and the Managed Accounts purchased an aggregate of 1,087,159 Shares for a total consideration (including brokerage commissions) of \$88.4 million derived from the capital of RILLC and the Managed Accounts.

The Relational LPs purchased an aggregate of 2,856,695 Shares for total consideration (including brokerage commissions) of \$234.3 million derived from the capital of the Relational LPs and margin borrowings from Credit Suisse Securities (USA) LLC ( **CSSU** ) for RFP, RCP, RH1, RI XX and RI XXIII.

Interest on the margin debt balance of the margin accounts described above is charged at the then Federal Funds Rate plus 50 basis points. CSSU has a lien on the Shares held by RFP, RCP, RH1, RI XX and RI XXIII to secure repayment of the margin borrowings described above.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Statement is hereby amended and restated as follows:

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 3,943,854 Shares, constituting 3.72% of the outstanding Shares. The percentage of Shares owned is based upon 106,127,785 Shares outstanding on May 2, 2011, as set forth in the Issuer's Form 10-Q for the quarter ended April 1, 2011. The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	% OF OUTSTANDING SHARES	VOTING AND DISPOSITIVE POWER
RILLC	1,087,159	1.02%	Sole
RILP	639,487	0.60%	Sole
RFP	9,149	0.01%	Sole

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RCP	36,838	0.03%	Sole
RH1	272,953	0.26%	Sole
RH6	193,245	0.18%	Sole
RI VIII	739,397	0.70%	Sole
RI IX	230,445	0.22%	Sole
RI X	86,723	0.08%	Sole
RI XV	89,425	0.08%	Sole
RI XVI	77,413	0.07%	Sole
RI XX	73,461	0.07%	Sole
RI XXII	124,075	0.12%	Sole
RI XXIII	102,774	0.10%	Sole
RIA 1	181,310	0.17%	Sole

RILLC, individually and in its capacity as an investment adviser, may be deemed to possess direct beneficial ownership of the 1,087,159 Shares that are owned by it and the Managed Accounts. Additionally, RILLC, as the sole general partner, or sole managing member of the general partner, of each of the Relational LPs may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 2,856,695 Shares beneficially owned by the Relational LPs because the limited partnership agreements of the Relational LPs specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth and Batchelder, as Principals of RILLC, may be deemed to share indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth and Batchelder disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

(b) See item (a) above.

(c) Except as set forth in Exhibit A to this Statement, none of the Reporting Persons has effected any transactions in the Shares during the past sixty days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by accounts managed by RILLC may be delivered to such accounts.

(e) On August 2, 2011, the Reporting Persons ceased to be the beneficial owner of more than 5% of the securities.

**Item 7. Material to Be Filed as Exhibits**

The following Exhibits are filed herewith:

Exhibit A Information concerning transactions in the Shares effected by the Reporting Persons in the last 60 days.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 5, 2011

RELATIONAL INVESTORS, L.P.  
RELATIONAL FUND PARTNERS, L.P.  
RELATIONAL COAST PARTNERS, L.P.  
RH FUND 1, L.P.  
RH FUND 6, L.P.  
RELATIONAL INVESTORS VIII, L.P.  
RELATIONAL INVESTORS IX, L.P.  
RELATIONAL INVESTORS X, L.P.  
RELATIONAL INVESTORS XV, L.P.  
RELATIONAL INVESTORS XVI, L.P.  
RELATIONAL INVESTORS XX, L.P.  
RELATIONAL INVESTORS XXII, L.P.  
RELATIONAL INVESTORS XXIII, L.P.  
RELATIONAL INVESTORS ALPHA FUND I, L.P.

By: RELATIONAL INVESTORS, LLC  
as general partner to each, except as the sole managing member of the general partners of Relational Alpha Fund I, L.P. and Relational Investors X, L.P.

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

*/s/ Ralph V. Whitworth*  
Ralph V. Whitworth

*/s/ David H. Batchelder*  
David H. Batchelder