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Liberatore Sam Form 4	uel N									
January 05, 201	2									
FORM 4	4 UNITED	ST A TES	CECU	DITIES	ND EV	CHANCE	COMMERIO	NT	PPROVAL	
Washington, D.C. 20549							COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S							nge Act of 1934, of 1935 or Sectio	Estimated burden hou response	urs per	
<i>See</i> Instruction 1(b).	on	30(h)	of the I	nvestment	t Compar	ny Act of 1	940			
(Print or Type Resp	ponses)									
1. Name and Addr Liberatore Sam	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer						
		KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]				Y (Check all applicable)				
(Last)	(First) (Middle)	· · · - · · · - · · · · · · · · · · · ·				_X_ Director 10% Owner Officer (give title Other (specify			
(Month/Day/Year) 4820 EASTGATE MALL, SUITE 01/03/2012 200					below)	below)				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SAN DIEGO,	CA 92121						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.			
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.SEC 1474 (9-02)										
	Tab					posed of, or convertible s	Beneficially Owner securities)	d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	01/03/2012		А	4,000	(2)	01/03/2022	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Liberatore Samuel N 4820 EASTGATE MALL, SUITE 200 SAN DIEGO, CA 92121	Х					
Signatures						
Samuel N. Liberatore, by Eva Yee, Attorney-In-Fact		01/	05/2012			
** Signature of Reporting Person			Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- The restricted stock units vest 100% on the five year anniversary of the date of grant, subject to the reporting person continuing to provide
 (2) service as a Director to the Issuer on the vesting date. Vested shares will be delivered to the reporting person on the first date which is administratively practicable for the distribution of the vested shares after termination of service with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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