Judd Jane Elizabeth Form 3 January 05, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Title of Security

(Instr. 4)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement KRATOS DEFENSE & SECURITY SOLUTIONS, INC. Judd Jane Elizabeth (Month/Day/Year) [KTOS] 01/01/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 4820 EASTGATE MALL (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X__ Director 10% Owner _X_ Form filed by One Reporting Officer Other Person SAN DIEGO. CAÂ 92121 (give title below) (specify below) _ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I)	

(Instr. 5)

Restricted Stock Units $\hat{A} \stackrel{(1)}{=} 01/03/2021 \stackrel{Common}{Stock} 1,000 $0 D \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Judd Jane Elizabeth 4820 EASTGATE MALL SAN DIEGO, CAÂ 92121

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$

Signatures

Jane E. Judd, by Eva Yee, Attorney-In-Fact

01/05/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The restricted stock units vest in four equal installments beginning January 3, 2012. 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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