

Goodwin Benjamin M.
Form 4
March 18, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Goodwin Benjamin M.

2. Issuer Name and Ticker or Trading Symbol
KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4810 EASTGATE MALL
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2009

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
President, Public Safety Seg.

SAN DIEGO, CA 92121
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/16/2009 | | P | (A) or (D) A | 20,000 (1) \$ 0.93 | D | |
| Common Stock | | | | | 131,054 (2) | I | Goodwin Trust |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Convertible Note | \$ 2.86 | | | | | 02/16/2009 | 02/16/2010 | Common Stock | 131,054 (3) |
| Restricted Stock Units | \$ 0 | | | | | 01/02/2010 | 01/02/2019 | Common Stock | 75,000 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodwin Benjamin M. 4810 EASTGATE MALL SAN DIEGO, CA 92121 | | | President, Public Safety Seg. | |

Signatures

Benjamin M. Goodwin, by Matthew G. Colvin,
Attorney-In-Fact
03/18/2009

**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) Open market acquisition of Issuer's common stock purchased in an open trading window in accordance with the Issuer's insider trading policies.
Previously reported by the Reporting Person on Form 3 filed July 7, 2008. Common stock of Issuer issued to the Reporting Person in exchange for shares of SYS surrendered by the Reporting Person in connection with Issuer's acquisition of SYS on June 28, 2008 at an exchange rate of 1.2582 shares of Issuer's common stock for each share of SYS common stock.
 - (3) Previously reported by the Reporting Person on Form 3 filed July 7, 2008. Convertible Note assumed by Issuer in connection with its acquisition of SYS on June 28, 2008.
 - (4) Previously reported by the Reporting Person on Form 4 filed January 6, 2009. Each restricted stock unit represents a contingent right to receive one share of issuer's common stock. The restricted stock units vest in five equal installments beginning January 2, 2010. 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 each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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