

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

June 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
Beaman Gerald R

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)
4820 EASTGATE MALL, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2015

____ Director
 Officer (give title below) _____ Other (specify below)
President, Unmanned Sys. Div.

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)
			Code	V	Amount or Price		
Common Stock	06/05/2015		M		3,000 (2) \$ 0	D	
Common Stock	06/05/2015		F		1,100 (3) \$ 5.92	D	
Common Stock	06/09/2015		M		3,000 (2) \$ 0	D	
Common Stock	06/09/2015		F		1,100 (3) \$ 5.95	D	
Common Stock	06/09/2015		F		1,467 (4) \$ 4.99	D	

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RSUs were granted and previously reported on a Form 4 filed January 5, 2015. Of these RSUs, 3,000 RSUs were released on June 5, 2015 and 3,000 RSUs were released on June 9, 2015.

- (3) Shares withheld for payment of minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.
- (4) Shares withheld for payment of minimum tax liability, in accordance with Issuer's trading policies, in connection with shares vested as reported on Form 4 filed January 5, 2015.
- (5) Includes 2,311 shares purchased through Issuer's Employee Stock Purchase Plan and 3,527 shares held in the Issuer's 401(k) Plan.

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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