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Leidos Hold	lings, Inc.									
Form 4	2012									
October 07,	ЛЛ								OMB A	PPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 o Form 5	ger STATEN o STATEN 16. or			SECU	RITIES	NERSHIP OF	Expires: Estimated burden hou response	urs per		
obligatic may con <i>See</i> Instr 1(b).	ons Section 17(a) of the I	Public U	tility Hol		any A	Act of	e Act of 1934, 1935 or Section 0	1	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> KRAEMER HARRY M JANSEN JR			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
				Ũ	, Inc. [LDO	5]		(Chec)	k all applicabl	e)
(Last) (First) (Middle) 11951 FREEDOM DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 10/03/2013				_X_ Director10% Owner Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RESTON,	VA 20190							Form filed by M Person	lore than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Se	curitie	es Acqu	uired, Disposed of	, or Beneficia	lly Owned
(Instr. 3) any		Execution	Date, if	Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/03/2013			Code V	Amount 601.9604 (1)	(D) A	Price \$ 0	58,748.412 (2)	I	By Key Executive Stock Deferral Plan
Common Stock								58,105 <u>(2)</u>	D	

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

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number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

her

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g the term	Director	10% Owner	Officer	Oth			
KRAEMER HARRY M JANSEN JR 11951 FREEDOM DRIVE RESTON, VA 20190	Х						
Signatures							
/s/ Raymond L. Veldman, Attorney-in-Fact		10/07/2013					
**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) Shares of Common Stock are issued in payment of deferred director's fees.

(2) Reflects (i) adjustments to outstanding equity awards related to the spin-off of Science Applications International Corporation by Leidos Holdings, Inc. and/or (ii) the 1-for-4 reverse stock split of common stock of Leidos Holdings, Inc. on September 27, 2013.

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.