

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

September 11, 2013

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Butera Deborah Sue

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

(Street)

SAN DIEGO, CA 92121

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

09/10/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

☒ Officer (give title below)

____ 10% Owner

____ Other (specify below)

SVP, Sec. & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/10/2013		M	(A) or (D) 1,875 (1) A \$ 0	13,530 (2)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)	8. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	09/10/2013		M		1,875		(1)	(3)	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Butera Deborah Sue 4820 EASTGATE MALL SAN DIEGO, CA 92121	SVP, Sec. & General Counsel

Signatures

Deborah S. Butera, by Eva Yee,
Attorney-In-Fact 09/11/2013

__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) Common Stock issued to reporting person pursuant to settlement of vested shares under Restricted Stock Unit grant dated September 10, 2010, where 7,500 of the 15,000 Restricted Stock Units granted vest in four equal installments annually beginning September 10, 2011.
- (2) Includes 5,694 shares held in Issuer's 401(k) Plan and 1,411 shares purchased through Issuer's Employee Stock Purchase Plan.
- (3) 7,500 of the Restricted Stock Units vest in four equal installments annually beginning September 10, 2011 and the remaining 7,500 Restricted Stock Units vest September 10, 2014, unless earlier forfeited pursuant to the terms of the Restricted Stock Unit agreement.

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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