

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Jumper John P			2. Issuer Name and Ticker or Trading Symbol Leidos Holdings, Inc. [LDOS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2017			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
11951 FREEDOM DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
RESTON	VA	20190						
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2017		M		130,141	A	\$25.098	253,317.5553	D	
Common Stock	03/02/2017		M		7,267	A	\$32.1467	260,584.5553	D	
Common Stock	03/02/2017		F		4,272 ⁽¹⁾	D	\$54.69	256,312.5553	D	
Common Stock	03/02/2017		F		91,110 ⁽¹⁾	D	\$54.69	165,202.5553	D	
Common Stock	03/03/2017		S		42,381	D	\$53.7271 ⁽²⁾	122,821.5553	D	
Common Stock								6,911.7688	I	By Key Executive Stock Deferral Plan
Common Stock								50,050	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$25.098	03/02/2017		M			130,141 ⁽³⁾	03/30/2013	03/29/2019	Common Stock	130,141	\$25.098	0.0000	D	
Stock Option (Right to Buy)	\$32.1467	03/02/2017		M			7,267 ⁽⁴⁾	04/01/2012	03/31/2018	Common Stock	7,267	\$32.1467	0.0000	D	

Explanation of Responses:

- Transaction involved the surrender of shares to Leidos Holdings, Inc. to pay the exercise price and taxes for options exercised.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices from \$53.45 to \$53.87 inclusive. The reporting person undertakes to providing to Leidos Holdings, Inc., any security holder of Leidos Holdings, Inc., or the staff of the Securities Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the aforementioned range.
- Relates to options granted March 30, 2012.
- Relates to options granted April 1, 2011.

/s/ Raymond L. Veldman,
Attorney-in-Fact

03/06/2017

** Signature of Reporting Person

Date

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

* 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).

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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