

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Bates Howard W.</u> (Last) (First) (Middle) 11405 N. PENNSYLVANIA STREET SUITE 200 (Street) CAMEL IN 46032 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below) <u>Pres. Gov't Solutions Segment</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/04/2009		M		18,750 ⁽¹⁾	A	\$0 ⁽¹⁾	458,418	D	
Common Stock	03/31/2009		A		108,058 ⁽³⁾	A	\$2.74	566,476	D	

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
Restricted Stock Units	\$0	03/04/2009		M			18,750	12/31/2008	12/31/2018	Common Stock	256,250	\$0	256,250 ⁽²⁾	D	

Explanation of Responses:

- Common Stock issued to Reporting Person pursuant to settlement of vested shares under Restricted Stock Unit grant dated December 31, 2007 which vested on December 31, 2008 as to 25% of the total Restricted Stock Unit shares granted.
- Includes 200,000 shares underlying a Restricted Stock Unit grant dated January 2, 2009 as previously reported on Form 4 dated January 6, 2009 and 56,250 shares underlying the Restricted Stock Unit grant dated December 31, 2007 as previously reported on Form 4 dated January 3, 2008.
- On December 31, 2007, the Issuer acquired Haverstick Consulting, Inc., an Indiana corporation, of which the reporting person was President. Pursuant to the Agreement and Plan of Merger, the issuer issued to the reporting person 108,058 shares of common stock pursuant to the Holdback provisions of the Agreement and Plan of Merger. The shares of Issuer's common stock were valued at \$2.74/share based upon a 20 day average trailing stock price of issuer's common stock prior to the execution of the definitive Agreement and Plan of Merger on November 2, 2007.

Howard W. Bates, by Matthew G. Colvin, Attorney-In-Fact 04/08/2009

** 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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