

| OMB APPROVAL                                 |           |
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**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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Goodwin Benjamin M.</u><br><br>(Last) (First) (Middle)<br><u>4810 EASTGATE MALL</u><br><br>(Street)<br><u>SAN DIEGO CA 92121</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>KRATOS DEFENSE &amp; SECURITY SOLUTIONS, INC. [ KTOS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>President, Public Safety Seg.</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/16/2009</u>  |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |

**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                    | 03/16/2009                           |  | P                              |   | 20,000 <sup>(1)</sup>   | A          | \$0.93 | 109,535   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 131,054 <sup>(2)</sup>  | I  | Goodwin 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        |  |  |   |  |
| Convertible Note                           | \$2.86   |                                      |  |                                |   |  | 02/16/2009   | 02/16/2010 | Common Stock  | 131,054 <sup>(3)</sup> |  | 131,054  | I   | Goodwin Trust  |
| Restricted Stock Units                     | \$0  |                                      |  |                                |   |  | 01/02/2010   | 01/02/2019 | Common Stock  | 75,000 <sup>(4)</sup>  |  | 75,000   | D   |  |

**Explanation of Responses:**

- Open market acquisition of Issuer's common stock purchased in an open trading window in accordance with the Issuer's insider trading policies.
- Previously reported by the Reporting Person on Form 3 filed July 7, 2008. Common stock of Issuer issued to the Reporting Person in exchange for shares of SYS surrendered by the Reporting Person in connection with Issuer's acquisition of SYS on June 28, 2008 at an exchange rate of 1.2582 shares of Issuer's common stock for each share of SYS common stock.
- Previously reported by the Reporting Person on Form 3 filed July 7, 2008. Convertible Note assumed by Issuer in connection with its acquisition of SYS on June 28, 2008.
- Previously reported by the Reporting Person on Form 4 filed January 6, 2009. Each restricted stock unit represents a contingent right to receive one share of issuer's common stock. The restricted stock units vest in five equal installments beginning January 2, 2010. Vested shares will be delivered to the reporting person on the first date which is administratively practicable for the distribution of the vested shares after each vesting date.

Benjamin M. Goodwin, by  
Matthew G. Colvin, Attorney- 03/18/2009  
In-Fact

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.