

**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>Carter David M</u>			2. Issuer Name and Ticker or Trading Symbol <u>KRATOS DEFENSE &amp; SECURITY SOLUTIONS, INC. [ KTOS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, KDRSS Division</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2014</u>			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			
<u>4820 EASTGATE MALL</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>SAN DIEGO</u>	<u>CA</u>	<u>92121</u>						
(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	01/02/2014		M		2,000 <sup>(1)</sup>	A	\$0	26,144 <sup>(5)</sup>	D	
Common Stock	01/02/2014		M		3,000 <sup>(2)</sup>	A	\$0	29,144 <sup>(5)</sup>	D	
Common Stock	01/03/2014		M		1,500 <sup>(3)</sup>	A	\$0	30,644 <sup>(5)</sup>	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	(4)	01/02/2014		M			2,000	(1)	(1)	Common Stock	2,000	\$0	0	D	
Restricted Stock Units	(4)	01/02/2014		M			3,000	(2)	(2)	Common Stock	3,000	\$0	3,000	D	
Restricted Stock Units	(4)	01/03/2014		M			1,500	(3)	(3)	Common Stock	1,500	\$0	10,500	D	

**Explanation of Responses:**

- Common Stock issued to reporting person pursuant to settlement of vested shares under Restricted Stock Unit (RSU) granted on January 2, 2009, where 10,000 RSUs granted vest in five equal installments annually beginning on January 2, 2010.
- Common Stock issued to reporting person pursuant to settlement of vested shares under RSU granted on January 2, 2010, where 15,000 RSUs granted vest in five equal installments annually beginning on January 2, 2011.
- Common Stock issued to reporting person pursuant to settlement of vested shares under RSU granted on January 3, 2011, where 15,000 RSUs were granted, 7,500 of which vest in five equal installments annually beginning January 3, 2012 and 7,500 of which vest 100% on the fifth anniversary of the grant date.
- Each RSU represents a contingent right to receive one share of Issuer's common stock.
- Includes 5,027 shares held in Issuer's 401(k) Plan and 5,807 shares purchased through Issuer's Employee Stock Purchase Plan.

David M. Carter, by Eva Yee, 01/06/2014  
Attorney-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.

POWER OF ATTORNEY

For Section 16(a) of the Securities Exchange Act of 1934, as amended, Filings

Know all by these presents that the undersigned hereby constitutes and appoints Eva Yee, the undersigned's true and lawful attorney-in-fact to:

- 1) Do and perform all acts for and on behalf the undersigned which may be necessary or desirable to apply for and obtain and maintain EDGAR Access Codes to be used on behalf of the undersigned for Electronic Filing of all Section 16(a) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") filings;
- 2) Execute for and on behalf of the undersigned, in the undersigned's capacity as a Section 16(a) Reporting Officer of Kratos Defense & Security Solutions, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;
- 3) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any other authority; and
- 4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, or in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact, full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of December, 2010.

Signature: /s/ David M. Carter

Name: David M. Carter

Graphic of Notary Public Seal  
Carolyn L. Deveau  
Notary Public  
Anne Arundel Co., MD  
My Comm. Exps. March 24, 2012