

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>DEMARCO ERIC M</u> _____ (Last) (First) (Middle) <u>4810 EASTGATE MALL</u> _____ (Street) <u>SAN DIEGO CA 92121</u> _____ (City) (State) (Zip)			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President &amp; CEO</b></p>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2010</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/15/2010		P		1,030 <sup>(1)</sup>	A	\$14.5771	18,392	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					

**Explanation of Responses:**

1. Open market acquisition of Issuer's common stock purchased in accordance with the Issuer's insider trading policies.

Eric M. DeMarco, by Eva Yee, 04/16/2010  
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.

behalf of Eric M. DeMarcoPOWER 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 10th day of November, 2009.

Signature: /s/ Eric M. DeMarco

Name: Eric M. DeMarco

State of California )  
County of San Diego )

On 10 November 2009 before me,  
Sabrena Maristela, Notary Public, personally  
appeared

(name and title of the  
officer)

Eric Mathew DeMarco, who proved  
to me on the basis of satisfactory evidence to be the person  
whose name is subscribed to the within instrument and  
acknowledged to me that he executed the same in  
his authorized capacity, and that by his

signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

/s/ Sabrena W. Maristela  
Signature of Notary Public

Notary Public Seal  
Graphic of Notary Public Seal  
Sabrena W. Maristela  
Commission # 1650891  
Notary Public - California  
San Diego County  
My Comm. Expires Mar 11, 2010