

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) USE FEC MAILING LABEL OR TYPE OR PRINT Example: If typing, type over the lines BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

ADDRESS (number and street) 1300 North 17th Street Suite 1400 Arlington VA 22209 Check if different than previously reported. (ACC)

2. FEC IDENTIFICATION NUMBER C00281212 3. IS THIS REPORT NEW (N) OR AMENDED (A)

4. TYPE OF REPORT (Choose One) (a) Quarterly Reports: April 15, July 15, October 15, January 31, July 31 Mid-Year Report, Termination Report (b) Monthly Report Due On: Feb 20, Mar 20, Apr 20, May 20, Jun 20, Jul 20, Aug 20, Sep 20, Oct 20, Nov 20, Dec 20, Jan 31 (c) 12-Day PRE-Election Report for the: Primary, General, Runoff, Convention, Special (d) 30-Day Post -Election Report for the: General, Runoff, Special

5. Covering Period 01 01 2008 through 01 31 2008

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer Candace Vessella

Signature of Treasurer Electronically Filed by Candace Vessella Date 02 18 2008

NOTE : Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C 437g.

Table with 8 columns and 1 row for Office Use Only

FEC FORM 3X (Rev. 12/2004)

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

Write or Type Committee Name
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

Report Covering the Period: From:

M	M
0	1

D	D
0	1

Y	Y	Y	Y
2	0	0	8

 To:

M	M
0	1

D	D
3	1

Y	Y	Y	Y
2	0	0	8

	COLUMN A This Period	COLUMN B Calendar Year-to-Date								
6. (a) Cash on Hand January 1 <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td>Y</td><td>Y</td><td>Y</td><td>Y</td></tr><tr><td>2</td><td>0</td><td>0</td><td>8</td></tr></table>	Y	Y	Y	Y	2	0	0	8		489769.16
Y	Y	Y	Y							
2	0	0	8							
(b) Cash on Hand at Beginning of Reporting Period	489769.16									
(c) Total Receipts (from Line 19)	35397.77	35397.77								
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	525166.93	525166.93								
7. Total Disbursements (from Line 31)	18.25	18.25								
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	525148.68	525148.68								
9. Debts and Obligations owed TO the committee (Itemize all on Schedule C and/or Schedule D)	0.00									
10. Debts and Obligations owed BY the committee (Itemize all on Schedule C and/or Schedule D)	0.00									

This Committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

**DETAILED SUMMARY PAGE
OF RECEIPTS**

Write or Type Committee Name

BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

Report Covering the Period: From:

M	M
0	1

D	D
0	1

Y	Y	Y	Y
2	0	0	8

 To:

M	M
0	1

D	D
3	1

Y	Y	Y	Y
2	0	0	8

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees	1831.94	1831.94
(i) Itemized (use Schedule A)		
(ii) Unitemized	33565.83	33565.83
(iii) TOTAL (add Lines 11(a)(i) and (ii)	35397.77	35397.77
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii),(b) and (c)) (Carry Totals to Line 33, page 5)	35397.77	35397.77
12. Transfers From Affiliated/Other Party Committees	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5)	0.00	0.00
16. Refunds of Contributions Made to Federal candidates and Other Political Committees	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.)	0.00	0.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3)	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfer (add 18(a) and 18(b)).	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))	35397.77	35397.77
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	35397.77	35397.77

DETAILED SUMMARY PAGE

of Disbursements

II. DISBURSEMENTS	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Shared Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share.....	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures.....	0.00	0.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii) and (b)).....	0.00	0.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	0.00
24. Independent Expenditure (use Schedule E)	0.00	0.00
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	18.25	18.25
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	18.25	18.25
29. Other Disbursements.....	0.00	0.00
30. Federal Election Activity (2 U.S.C 431(20))		
(a) Shared Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c))..	18.25	18.25
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	18.25	18.25

DETAILED SUMMARY PAGE
of Disbursements

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) from Line 11(d), page 3)	35397.77	35397.77
34. Total Contribution Refunds (from Line 28(d))	18.25	18.25
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	35379.52	35379.52
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)).....	0.00	0.00
37. Offsets to Operating Expenditures (from Line 15, page 3)	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	0.00	0.00

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: PAGE 6 / 7
(check only one)	<input checked="" type="checkbox"/> 11a <input type="checkbox"/> 11b <input type="checkbox"/> 11c <input type="checkbox"/> 12 <input type="checkbox"/> 13 <input type="checkbox"/> 14 <input type="checkbox"/> 15 <input type="checkbox"/> 16 <input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A.	Full Name (Last, First, Middle Initial) Mr. Mark Braun	Date of Receipt M M / D D / Y Y Y Y Y
	Mailing Address 1219 PRESIDENTS WAY	Transaction ID: PR1121406813066
	City State Zip Code HUNTSVILLE AL 35803	Amount of Each Receipt this Period 285.37
	FEC ID number of contributing federal political committee. C	P/R Deduction (\$71.34 Bi-Weekly)
	Name of Employer: BAE Systems Technology So-I&Svc Occupation: VP - GM I Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Aggregate Year-to-Date ▼ 285.37		

B.	Full Name (Last, First, Middle Initial) Ms. Linda Hudson	Date of Receipt M M / D D / Y Y Y Y Y
	Mailing Address 2001 N. 15th St. #1514	Transaction ID: PR1388306613066
	City State Zip Code Arlington VA 22201	Amount of Each Receipt this Period 581.71
	FEC ID number of contributing federal political committee. C	P/R Deduction (\$213.43 Bi-Weekly)
	Name of Employer: BAE SYSTEMS, Inc Occupation: OG President - L&A Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Aggregate Year-to-Date ▼ 581.71		

C.	Full Name (Last, First, Middle Initial) Mr. Robert Fitch	Date of Receipt M M / D D / Y Y Y Y Y
	Mailing Address 3125 N Wakefield St	Transaction ID: PR259027813066
	City State Zip Code Arlington VA 22207	Amount of Each Receipt this Period 240.00
	FEC ID number of contributing federal political committee. C	P/R Deduction (\$120.00 Bi-Weekly)
	Name of Employer: BAE SYSTEMS, Inc Occupation: SVP - Govt Relations Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Aggregate Year-to-Date ▼ 240.00		

SUBTOTAL of Receipts This Page (optional)	1107.08
TOTAL This Period (last page this line number only)	

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER: PAGE 7 / 7
(check only one)
 11a 11b 11c 12
 13 14 15 16 17

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NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A.

Full Name (Last, First, Middle Initial)
Mr. Robert T. Murphy

Mailing Address 9947 Foxborough Circle

City State Zip Code
Rockville MD 20850

FEC ID number of contributing federal political committee. C

Name of Employer Occupation
BAE SYSTEMS, Inc SVP & CFO

Receipt For: Primary General
 Other (specify) ▼
Aggregate Year-to-Date ▼
380.62

Date of Receipt
M M / D D / Y Y Y Y

Transaction ID: PR259130313066

Amount of Each Receipt this Period
380.62

P/R Deduction (\$190.31 Bi-Weekly)

B.

Full Name (Last, First, Middle Initial)
Mr. Walter P. Havenstein

Mailing Address 112 DeWitt Drive

City State Zip Code
Alton NH 03809

FEC ID number of contributing federal political committee. C

Name of Employer Occupation
BAE SYSTEMS, Inc CEO

Receipt For: Primary General
 Other (specify) ▼
Aggregate Year-to-Date ▼
344.24

Date of Receipt
M M / D D / Y Y Y Y

Transaction ID: PR332211313066

Amount of Each Receipt this Period
344.24

P/R Deduction (\$176.93 Bi-Weekly)

SUBTOTAL of Receipts This Page (optional)

724.86

TOTAL This Period (last page this line number only)

1831.94