Información para ser incluida en los informes presentados según las reglas 13d-1(b), (c) y (d) y sus modificaciones según la regla 13d-2(b) del Registro de intercambios de valores.

ELBIT-SYSTEMS LTD.

(Date of Event Which Requires Filing of this Statement)
CUSIP NO. M3760D101

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| 1. | Name of Reporting Person  
Migdal Insurance & Financial Holdings Ltd |
| 2. | Check the Appropriate Box if a Member of a Group  
(a) □  
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Place of Organization  
Israel |

<table>
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<tr>
<th>Number of Shares Beneficially Owned by Each Reporting Person With:</th>
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<tbody>
<tr>
<td>5.</td>
<td>Sole Voting Power</td>
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</table>
| 6. | Shared Voting Power  
2,129,524 Ordinary Shares * |
| 7. | Sole Dispositive Power |
| 8. | Shared Dispositive Power  
2,129,524 Ordinary Shares * |

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| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person  
2,129,524 Ordinary Shares * |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
□ |
| 11. | Percent of Class Represented by Amount in Row (9)  
4.965%** |
| 12. | Type of Reporting Person:  
CO |

*See Item 4.  
** Based on 42,889,440 ordinary shares issued and outstanding as of May 29, 2012 (accordingly to publicly available information provided by the issuer).
Item 1.
(a) Name of Issuer:
ELBIT-SYSTEMS LTD.
(b) Address of Issuer’s Principal Executive Offices:
ADVANCED TECHNOLOGY CENTER, P.O. BOX 539, HAIFA 31053, ISRAEL

Item 2.
(a)-(c) Name of Person Filing, address and citizenship:
The foregoing entity is referred to as the “Reporting Person” in this Statement:
Migdal Insurance & Financial Holdings Ltd., an Israeli public company, with a principal business address at 4 Efal Street; P.O. Box 3063; Petach Tikva 49512, Israel.
(d) Title of Class of Securities:
Ordinary Shares, NIS 1.00 par value per share (the “Ordinary Shares”)
(e) CUSIP Number:
M3760D101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4. Ownership
Of the 2,129,524 Ordinary Shares reported in this Statement as beneficially owned by the Reporting Person (i) 2,099,928 Ordinary Shares are held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by subsidiaries of Reporting Person, according to the following segmentation: 1,264,842 Ordinary Shares are held by Profit participating life assurance accounts; 767,118 Ordinary Shares are held by Provident funds and companies that manage provident funds and 67,969 Ordinary Shares are held by companies for the management of funds for joint investments in trusteeship, each of which subsidiaries operates under independent management and makes independent voting and investment decisions, and (ii) 29,596 are beneficially held for their own account (Nostro account). Consequently, this Statement shall not be construed as an admission by the Reporting Person that it is the beneficial owner of 2,129,524 Ordinary Shares reported in this Statement Except as set forth above, see items 5-11 of the cover pages hereto for beneficial ownership, percentage of class and dispositive power of the Reporting Person, which are incorporated herein.

Item 5. Ownership of Five Percent or Less of a Class
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☒.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
Not Applicable.

Item 8. Identification and Classification of Members of the Group
Not Applicable.

Item 9. Notice of Dissolution of Group
Not Applicable.

Item 10. Certification
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[SIGNATURE PAGE TO FOLLOW]
SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 5, 2012

MIGDAL INSURANCE AND FINANCIAL HOLDINGS LTD.

BY: /s/ Omer Kreizel & Doron Sapir
authorized signatories of MIGDAL INSURANCE AND FINANCIAL HOLDINGS LTD.