

ARMOR HOLDINGS INC
Form 4
January 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KANDERS WARREN B

(Last) (First) (Middle)

C/O KANDERS & COMPANY,
INC., ONE LANDMARK SQUARE,
22ND FL

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARMOR HOLDINGS INC [AH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/03/2005		F	3,404 (1)	D \$ 47.02	252,833 (2) (3)	D
Common Stock, par value \$0.01 per share					2,098,395	I	By Kanders Florida Holdings, Inc. (4)

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reporting person by the issuer as a restricted stock award which vests on February 9, 2006; and (iv) 4,614 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2007, in each case subject to acceleration under certain circumstances.

- (4) The reporting person is the sole stockholder and sole director of Kanders Florida Holdings, Inc.
- (5) Granted pursuant to the Armor Holdings, Inc. 2002 Stock Incentive Plan.
- (6) Options to purchase 50,000 shares of common stock vest on each of December 31, 2005, 2006 and 2007.

In addition to the 150,000 stock options reported herein, the Reporting Persons is the beneficial owner of stock options to purchase (i)

- (7) 110,000 shares at an exercise price of \$23.93 per share; (ii) 475,000 shares at an exercise price of \$24.07 per share; (iii) 300,000 shares at an exercise price of \$14.32 per share; (iv) 8,125 shares at an exercise price of \$14.44 per share; and (v) 250,000 shares at an exercise price of \$28.90 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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