

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

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

(Last) (First) (Middle)
**C/O KANDERS & COMPANY,
INC., ONE LANDMARK SQUARE,
22ND FL**

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

(Street)
STAMFORD, CT 06901

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/03/2005		F	(A) or (D) V Amount Price 3,404 D \$ 47.02	252,833 ⁽²⁾ <u>(3)</u>	D	
Common Stock, par value \$0.01 per share					2,098,395	I	By Kanders Florida Holdings, Inc. ⁽⁴⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy) ⁽⁵⁾	\$ 45.93	01/03/2005		A	150,000	⁽⁶⁾ 01/03/2015	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDERS WARREN B C/O KANDERS & COMPANY, INC. ONE LANDMARK SQUARE, 22ND FL STAMFORD, CT 06901	X		Chairman of the Board and CEO	

Signatures

/s/ Warren B. Kanders 01/04/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents the number of shares withheld by the issuer to satisfy the tax withholding obligations incurred by the vesting on December 31, 2004 of 10,447 shares of restricted common stock held by the reporting person.
- (2) In addition to the shares reported herein, Mr. Kanders' children beneficially own 4,760 shares of common stock of which Mr. Kanders disclaims beneficial ownership.
- (3) The amount of securities reported as beneficially owned following the reported transaction includes: (i) 200,000 shares of a vested, deferred restricted stock grant which is deferred until November 11, 2008; (ii) 4,613 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2005; (iii) 4,614 shares of common stock awarded to the

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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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