

HEIAR GLENN J
Form 4
February 14, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEIAR GLENN J

(Last) (First) (Middle)

C/O ARMOR HOLDINGS,
INC., 1400 MARSH LANDING
PARKWAY, SUITE 112

(Street)

JACKSONVILLE, FL 32250

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ARMOR HOLDINGS INC [AH]

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

02/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/10/2005		A	1,954 (1)	A \$ 0 42,984 (3)	D	
Common Stock, par value \$0.01 per share	02/10/2005		A	25,000 (2)	A \$ 0 42,984 (3)	D	
Common Stock, par value \$0.01	02/14/2005		M	3,791	A \$ 21.75 46,775 (3)	D	

per share

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.75	02/14/2005	02/14/2005	M			3,791	<u>(4)</u>	02/06/2012	Common Stock	3,791
Stock Option (right to buy)	\$ 44.76	02/10/2005	02/10/2005	A		25,000		<u>(4)</u>	02/10/2015	Common Stock	25,000 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEIAR GLENN J C/O ARMOR HOLDINGS, INC. 1400 MARSH LANDING PARKWAY, SUITE 112 JACKSONVILLE, FL 32250	Chief Financial Officer

Signatures

/s/ Glenn J.
Heiar 02/14/2005

**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 a grant of restricted stock, 652 shares of which will vest on January 1, 2006 and 651 shares of which will vest on each of January 1, 2007, and January 1, 2008.

(2) Represents a grant of restricted stock which will vest upon a change of control of the Company.

The amount of securities reported as beneficially owned following the reported transaction includes (i) 2,000 shares of common stock awarded as a restricted stock award which vests on December 31, 2005; and (ii) 1,520 shares of common stock awarded as a restricted stock award which vests on December 31, 2006.

(4) Presently exercisable.

Sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: all of the shares will be restricted from sale for two years, 75% of the shares will be restricted from sale for three years, 50% of the shares will be restricted from sale for four years, and 25% of the shares will be restricted from sale for five years.

(6) In addition to the stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase 100,000 shares at an exercise price of \$28.46.

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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