Hutcherson Phillip Randall Form 4

December 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 4 or
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obligations
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See Instruction

First 4 or
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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Hutcherson Phillip Randall			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			FORCE PROTECTION INC [FRPT]					(Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(and the state of				
1520 OLD TROLLEY BOAD			(Month/Day/Year)					Director 10% OwnerX Officer (give title Other (specify below) Chief of Business Development			
1520 OLD TROLLEY ROAD			12/17/2011								
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
SUMMERV					Form filed by More than One Reporting						
SUMMERVILLE, SC 29485 — Form filed by More than One Reporting Person											
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security	2. Transaction Date (Month/Day/Year)	•			4. Securit on(A) or Dis	sposed	of (D)	Securities For	6. Ownership Form: Direct	Indirect	
(Instr. 3)		any (Month/	Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)			
		`	,	,		(A)		Following	(Instr. 4) (Instr. 4)		
								Reported Transaction(s)			
G				Code V		or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/17/2011			D	61,703 (1)	D	\$ 5.52	0	D		
Common Stock	12/17/2011			D	72,216 (2)	D	\$ 5.52	0	D		
Common	12/17/2011			U	38,942	D	\$ 5.52	0	D		

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

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5.52

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number.

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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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 Options (Right to Buy)	\$ 5.81	12/17/2011		D		10,972	(3)	04/07/2019	Common Stock	10,972
Stock Options (Right to Buy)	\$ 5.34	12/17/2011		D		29,928	<u>(4)</u>	02/16/2020	Common Stock	29,928
Stock Options (Right to Buy)	\$ 4.78	12/17/2011		D		29,349	<u>(5)</u>	03/02/2021	Common Stock	29,349

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hutcherson Phillip Randall 1520 OLD TROLLEY ROAD SUMMERVILLE, SC 29485

Chief of Business Development

Signatures

/s/ John F. Wall III as attorney in fact for Phillip Randall
Hutcherson 12/20/2011

**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 time vested restricted stock that vested and was canceled pursuant to the Agreement and Plan of Merger in exchange for a cash payment representing the number of shares multiplied by the per share purchase price of \$5.52.

Reporting Owners 2

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- (2) Represents performance-based restricted stock that vested and was canceled pursuant to the Agreement and Plan of Merger in exchange for a cash payment representing the number of shares multiplied by the per share purchase price of \$5.52.
- (3) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.
- (4) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.
- (5) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.