ARMOR HOLDINGS INC

Form 4

January 04, 2005

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

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

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

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

(Street)

(State)

01/03/2005

STAMFORD, CT 06901

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D)

(Month/Day/Year)

F

Code (Instr. 3, 4 and 5) (Instr. 8)

3,404

(A) or (D) Price Code V Amount

D

47.02

Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

5. Amount of

(D) or Indirect (I) (Instr. 4) Transaction(s)

252,833 ⁽²⁾ D

Common

Common Stock, par

\$0.01 per share

value

Stock, par value \$0.01 per share

2,098,395 I Kanders Florida Holdings, Inc. (4)

By

7. Nature of

Ownership

(Instr. 4)

Indirect

Form: Direct Beneficial

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner X_ Officer (give title Other (specify

Ownership

Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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) (5)	\$ 45.93	01/03/2005		A	150,000		<u>(6)</u>	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

**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

Reporting Owners 2

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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)

 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. 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.