MECREDY ROBERT F

Form 4 January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * MECREDY ROBERT F

2. Issuer Name and Ticker or Trading

ARMOR HOLDINGS INC [AH]

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

C/O ARMOR HOLDINGS.

INC.. 1400 MARSH LANDING PARKWAY SUITE 112

(Month/Day/Year) 01/03/2005

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

President-Aerospace & Def Grp

(Check all applicable)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

JACKSONVILLE, FL 32250

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common

per share

(City)

Stock, par 01/03/2005 value \$0.01

588 ⁽¹⁾ D F

6,724 (2)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

JACKSONVILLE, FL 32250

Relationships Reporting Owner Name / Address

10% Owner

Officer

Director

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

President-Aerospace & Def Grp

Other

Signatures

/s/ Robert F. 01/04/2005 Mecredy

**Signature of Date Reporting Person

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).
- Represents the number of shares withheld by the issuer to satisfy the tax withholding obligations incurred by the vesting on December 31, 2004 of 1,800 shares of restricted common stock held by the reporting person.
- The amount of securities reported as beneficially owned following the reported transaction includes (i) 2,400 shares of common stock (2) awarded as a restricted stock award which vests on December 31, 2005; and (ii) 1,900 shares of common stock awarded as a restricted stock award which vests on December 31, 2006.

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.

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