

ARMOR HOLDINGS INC
Form 4
August 17, 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

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock, par value \$0.01 per share	08/17/2005		M	V	13,966	A	\$ 14.32	191,357 ⁽¹⁾ <u>(2) (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)	8. Amount or Number of Shares
Stock Option (Right to buy)	\$ 14.32	08/17/2005		M V	13,966	⁽⁵⁾ 07/25/2013	Common Stock	13,966

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 Board and CEO	

Signatures

/s/ Warren B. Kanders 08/17/2005

__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) In addition to the shares reported herein, Mr. Kanders' children beneficially own 6,560 shares of common stock of which Mr. Kanders disclaims beneficial ownership.
- (2) The amount of securities reported as beneficially owned following the reported transaction includes: (i) 117,100 shares of restricted stock, sales of which will be restricted until November 11, 2005; upon Mr. Kanders' voluntary termination of employment with the Company or his termination by the Company for cause, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; upon a change in control of the Company, any lock-up release period that is still in effect in respect of such shares upon the

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occurrence of such change in control shall terminate;

- (3) (ii) 9,228 shares of common stock awarded to the Reporting Person by the issuer as a restricted stock award, of which 4,614 shares vest on each of February 9, 2006, and February 9, 2007; and (iii) 11,170 shares of common stock awarded to the Reporting Person by the issuer as a restricted stock award, of which 3,723 shares vest on each of January 1, 2006 and 2007, and 3,724 shares vest on January 1, 2008, in each case subject to acceleration under certain circumstances.
- (4) The Reporting Person is the sole stockholder and sole director of Kandars Florida Holdings, Inc.
- (5) Presently exercisable.

In addition to the 186,034 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 328,800 shares at an exercise price of \$37.90 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 50,000 shares will be restricted from sale until January 1, 2007;

- (6) 100,000 shares will be restricted from sale until January 1, 2008; 128,800 shares will be restricted from sale until January 1, 2009; and 50,000 shares will be restricted from sale until January 1, 2010; in addition, upon the Reporting Person's voluntary termination of employment with the Company or his termination by the Company for cause, if the foregoing lock-up periods have not yet expired, they shall each be extended for an additional five year period; (ii) 110,000 shares at an exercise price of \$23.93 per share;
- (7) (iii) 225,000 shares at an exercise price of \$24.07 per share; (iv) 250,000 shares at an exercise price of \$24.07 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options will be restricted from sale until December 31, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Company or his termination by the Company for cause, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; (v) 100,000 shares at an exercise price of \$14.32 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options will be restricted from sale until July 26, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Company or his termination by the Company for cause, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period;
- (8) (vi) 8,125 shares at an exercise price of \$14.44 per share; (vii) 83,333 shares at an exercise price of \$28.90 per share; (viii) 166,667 shares at an exercise price of \$28.90 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 83,333 shares will be restricted from sale until January 1, 2006, and 83,334 shares will be restricted from sale until January 1, 2007; in addition, upon the Reporting Person's voluntary termination of employment with the Company or his termination by the Company for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period; and (ix) 150,000 shares at an exercise price of \$45.93 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options are subject to the following lock-up restrictions:
50,000 shares will be restricted from sale until January 3, 2006; 50,000 shares will be restricted from sale until January 3, 2007; and
(9) 50,000 shares will be restricted from sale until January 3, 2008; in addition, upon the Reporting Person's voluntary termination of employment with the Company or his termination by the Company for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

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.