

ARMOR HOLDINGS INC
Form 4
July 31, 2007

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 *
SOKOLOW NICOLAS

(Last) (First) (Middle)

C/O ARMOR HOLDINGS, INC., 13386 INTERNATIONAL PARKWAY

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	07/31/2007		D		21,716 (1) \$ 88 21,716	D	
Common Stock, par value \$0.01 per share	07/31/2007		D		67,000 (1) \$ 88 67,000	I	By S.T. Investors Fund, LLC (2)
Common Stock, par value \$0.01	07/31/2007		D		11,200 (1) \$ 88 11,200	I	For benefit of children (2)

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per share

Common Stock, par value \$0.01 per share 07/31/2007 D 10,000⁽¹⁾ D \$ 88 10,000 I By Profit Sharing Plan ⁽²⁾

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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 9.6875	07/31/2007		D	10,000	06/24/1999 06/30/2009	Common Stock	10,000	
Stock Option (right to buy)	\$ 13.1875	07/31/2007		D	10,000	06/15/2000 06/13/2010	Common Stock	10,000	
Stock Option (right to buy)	\$ 14.44	07/31/2007		D	10,000	06/19/2001 06/19/2011	Common Stock	10,000	
Stock Option (right to buy)	\$ 14.44	07/31/2007		D	2,500	⁽³⁾ 06/19/2011	Common Stock	2,500	
Stock Option (right to buy)	\$ 24.07	07/31/2007		D	12,500	06/18/2003 12/05/2005	Common Stock	12,500	
	\$ 14.32	07/31/2007		D	15,000	⁽⁴⁾ 07/26/2013		15,000	

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 35.4	07/31/2007	D	12,500	(5)	07/25/2014		Common Stock	12,500
Stock Option (right to buy)	\$ 39.2	07/31/2007	D	37,500	06/22/2005	06/22/2012		Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOKOLOW NICOLAS C/O ARMOR HOLDINGS, INC. 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218		X		

Signatures

/s/ Nicolas
Sokolow

07/31/2007

**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).
 Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of May 7, 2007 by and among BAE (1) Systems, Inc., Jaguar Acquisition Sub Inc. and Armor Holdings, Inc. in exchange for \$88.00 for each share of common stock of the issuer held by the reporting person.
 The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the (2) Reporting Person is the beneficial owner of these securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
 (3) Vested over two equal, biannual installments starting on June 19, 2001. All options currently exercisable.
 (4) Vested over four equal installments quarterly starting September 30, 2003. All options currently exercisable.
 (5) Vested over four equal installments quarterly starting September 30, 2004. All options currently exercisable.
 Cancelled pursuant to the Merger Agreement in exchange for a lump sum cash payment (less any applicable withholding) equal to the (6) product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$88.00 over the exercise price per share of common stock under such option.

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.