

McGilton Gordon Ronald
 Form 4
 October 11, 2006

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 *
 McGilton Gordon Ronald

2. Issuer Name and Ticker or Trading Symbol
 FORCE PROTECTION INC [FRPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9801 HIGHWAY 78, BUILDING #2

3. Date of Earliest Transaction (Month/Day/Year)
 10/09/2006

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

Chief Executive Officer

(Street)
 LADSON, SC 29456

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 10/09/2006 | | S ⁽¹⁾ | | 100,000 | \$ 8.3818 | D |
| Common Stock | 10/10/2006 | | S ⁽¹⁾ | | 77,400 | \$ 8.1735 | D |
| Common Stock | 10/11/2006 | | S ⁽¹⁾ | | 122,600 | \$ 8.1149 | D |

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

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| option to purchase common stock | \$ 0.72 | | | Code V (A) (D) | | Date Exercisable 01/01/2007 ⁽²⁾ Expiration Date 01/01/2011 ⁽³⁾ | Title common stock Amount or Number of Shares 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGilton Gordon Ronald 9801 HIGHWAY 78, BUILDING #2 LADSON, SC 29456 | X | | Chief Executive Officer | |

Signatures

/s/ Gordon
McGilton

10/11/2006

**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) Automatic trade pursuant to 10b5-1 trading plan.

(2) 100% of the options vest one year from the date of the grant provided that Mr. McGilton is employed by the Company at that time, and provided further that 50% of such options will vest in the event of any change of control of more than 33.3% of the ownership of the Company and 50% of such options will vest in the event of termination of Mr. McGilton's position with the Company (unless such termination is the result of resignation or for good cause shown) prior to such vesting date.

(3) The options expire 5 years from the date of the grant or 120 days from the date of Mr. McGilton leaving the Company's employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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