

Hutcherson Phillip Randall  
 Form 4/A  
 May 15, 2009

**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 \*  
 Hutcherson Phillip Randall

(Last) (First) (Middle)  
 9801 HIGHWAY 78, BLDG 1  
 (Street)

LADSON, SC 29456

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
 04/08/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Exec VP,Glbl Sales/Bus.Dvlpmt

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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)
				(A) or (D) Price			
Common Stock	04/07/2009		A	32,917 (1) (2)	A \$ 0 45,171 (2)	D	

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

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SEC 1474 (9-02)

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

## Edgar Filing: Hutcherson Phillip Randall - Form 4/A

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. (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.81	04/07/2009		A	10,972 (2)	(3) 04/07/2019	Common Stock	10,972 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutcherson Phillip Randall 9801 HIGHWAY 78, BLDG 1 LADSON, SC 29456			Exec VP, Glbl Sales/Bus.Dvlpmt	

## Signatures

/s/ Lenna Ruth Macdonald as attorney-in-fact for Phillip Randall  
Hutcherson

05/15/2009

\*\*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) These shares of common stock are subject to forfeiture restrictions, whereby the restrictions on 50% of the stock will lapse in three equal installments commencing on April 7, 2010 and ending on April 7, 2012, and the restrictions on the other 50% of the stock will lapse upon the completion of certain performance criteria to be determined on or by April 7, 2010.

(2) This amendment is being filed to correct an inadvertent rounding error which resulted in the overstatement of one share in the original filing.

(3) This stock option vests in three equal annual installments, commencing on April 7, 2010.

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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