ARMOR HOLDINGS INC

Form 4

November 18, 2004

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:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KANDERS WARREN B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ARMOR HOLDINGS INC [AH]

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

X Director _X__ Officer (give title

10% Owner Other (specify

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

(First)

11/16/2004

below)

Chairman of the Board and CEO

(Check all applicable)

22ND FL

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

STAMFORD, CT 06901

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/16/2004		M	48,614	A	\$ 11.31	0	D	
Common Stock	11/16/2004		S	48,614	D	\$ 42.2	0	D	
Common Stock	11/17/2004		M	80,441	A	\$ 11.31	0	D	
Common Stock	11/17/2004		S	80,441	D	\$ 41.78	0	D	
Common Stock	11/18/2004		M	70,945	A	\$ 11.31	0	D	

Edgar Filing: ARMOR HOLDINGS INC - Form 4

Common Stock	11/18/2004	S	70,945	D	\$ 41.96	0	D	
Common Stock	11/18/2004	M	4,375	A	\$ 14.44	0	D	
Common Stock	11/18/2004	S	4,375	D	\$ 41.96	0	D	
Common Stock	11/18/2004	F	7,863 (1)	D	\$ 42.52	0	D	
Common Stock	11/18/2004	G	36,600	D	\$ 0	256,237 (2) (3)	D	
Common Stock						2,098,395	I	By Kanders Florida Holdings, Inc. (4)

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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 11.31	11/16/2004		M	48,614	<u>(6)</u>	12/29/2008	Common Stock	48,614
Stock Option (right to buy)	\$ 11.31	11/17/2004		M	80,441	<u>(6)</u>	12/29/2008	Common Stock	80,441
Stock Option (right to	\$ 11.31	11/18/2004		M	70,945	<u>(6)</u>	12/29/2008	Common Stock	70,945

buy)

Stock

buy)

Option \$ 14.44 (right to

11/18/2004

M

4.375

(6) 06/19/2011 Common Stock

4,375

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
KANDERS WARREN B C/O KANDERS & COMPANY, INC. ONE LANDMARK SQUARE, 22ND FL STAMFORD, CT 06901	X		Chairman of the Board and CEO				

Signatures

Reporting Person

/s/ Warren B. 11/18/2004 Kanders **Signature of 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).
- Represents the number of shares withheld by the issuer to satisfy tax withholding incurred obligations by the vesting on November 18, **(1)** 2004, of 25,000 shares of restricted common stock held by the reporting person.
- In addition to the shares reported herein, the reporting person's children beneficially own 4,760 shares of common stock. The reporting **(2)** person disclaims beneficial ownership of these shares.
 - The amount of securities reported as beneficially owned following the reported transaction includes: (i) 25,500 shares of common stock award to the reporting person by the issuer as a restricted stock award which vests on December 31, 2016; (ii) 10,447 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on December 31, 2004; (iii) 200,000 shares of
- a vested, deferred restricted stock grant which is deferred until November 11, 2008; (iv) 4,613 shares of a common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2005; (v) 4,614 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2006; and (vi) 4,614 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2007, in each case subject to acceleration under certain circumstances.
- (4) The reporting person is the sole stockholder and sole director of Kanders Florida Holdings, Inc.
- In addition to the derivative securities reported herein, the Reporting Person is the beneficial owner of options to purchase (i) 110,000 (5) shares at an exercise price of \$23.93 per share, (ii) 475,000 shares at an exercise of \$24.07 per share, and (iii) 300,000 shares at an exercise of \$14.32 per share.
- (6) Presently exercisable.

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.

Reporting Owners 3