

TROY GREGORY T
Form 4
April 25, 2011

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 *
TROY GREGORY T

(Last) (First) (Middle)

1520 OLD TROLLEY ROAD

(Street)

SUMMERVILLE, SC 29485

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FORCE PROTECTION INC [FRPT]

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

04/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Human Resources Officer

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	04/21/2011		A		20,000 (1) \$ 0	D	
Common Stock	04/21/2011		A		32,000 (2) \$ 0	D	
Common Stock	04/21/2011		A		32,000 (3) \$ 0	D	
Common Stock	04/21/2011		F		1,883 (4) \$ 4.65	D	

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

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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 Options (Right to Buy)	\$ 4.65	04/21/2011		A	26,301	<u>(5)</u> 04/21/2021	Common Stock	26,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TROY GREGORY T 1520 OLD TROLLEY ROAD SUMMERVILLE, SC 29485			Chief Human Resources Officer	

Signatures

Gregory T. Troy 04/25/2011

__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 25% of the stock will lapse immediately, 25% will lapse on June 30, 2011, 25% will lapse on September 30, 2011, and the remaining will lapse on December 31, 2011.
- (2) These shares of common stock are subject to forfeiture restrictions, whereby one-third of the restrictions lapse in three equal annual installments commencing on March 2, 2012.
- (3) These shares of common stock are subject to forfeiture restrictions, whereby one-third of the restrictions will lapse in three equal annual installments upon the completion of performance criteria to be determined on or by March 2, 2012.
- (4) Pursuant to the reporting person's restricted stock award granted on April 21, 2011, 5,000 shares vested on April 21, 2011, of which 1,883 shares were forfeited as payment for his tax withholding obligations, including the minimum statutory federal tax withholding rate, the

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state tax withholding rate and Medicare.

(5) This stock option vests in three equal annual installments, commencing on March 2, 2012.

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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