

EHRlich ROBERT S  
Form 5  
February 16, 2010

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**EHRlich ROBERT S**

(Last) (First) (Middle)

**NAHAL SOREQ 21**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AROTECH CORP [ARTX]**

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2009**

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)  
Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

**BEIT SHEMESH, L3 99000**

☒ 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	898,100 <sup>(1)</sup>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,571	I	By Mr. Ehrlich's wife <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	11,527	I	Pension Plan

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**

SEC 2270  
(9-02)

the form displays a currently valid OMB control 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)	8. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â Â	12/29/2005 12/31/2011	Common Stock	5,178
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â Â	12/29/2005 04/01/2012	Common Stock	4,687
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â Â	12/29/2005 07/01/2012	Common Stock	1,116
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â Â	12/29/2005 10/01/2012	Common Stock	4,687
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â Â	12/29/2005 01/01/2013	Common Stock	6,294

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EHRLICH ROBERT S NAHAL SOREQ 21 BEIT SHEMESH,Â L3Â 99000	Â X	Â	Â Chairman and CEO	Â

## Signatures

/s/ Robert  
Ehrlich

02/16/2010

\_\_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) Includes 40,000 unvested restricted shares, the vesting of which is not subject to future performance criteria, and 328,767 shares issued to a trust and to be held in such trust until such time as Mr. Ehrlich shall be entitled to payment of his severance package.
- (2) Held by Mr. Ehrlich's wife. Mr. Ehrlich disclaims beneficial ownership of all of such securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.