

ARMOR HOLDINGS INC
 Form 4
 December 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
KANDERS WARREN B

(Last) (First) (Middle)

C/O KANDERS & COMPANY,
 INC., ONE LANDMARK SQUARE,
 22ND FL

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARMOR HOLDINGS INC [AH]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/29/2005

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 of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D)	Price		
Common Stock, par value \$0.01 per share	11/29/2005		M		75,000	A	\$ 23.93	266,357	D
Common Stock, par value \$0.01 per share	11/29/2005		M		105,000	A	\$ 24.07	371,357	D
	11/29/2005		S ⁽¹⁾		180,000	D		191,357	D

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Common Stock, par value \$0.01 per share					\$	43.9576	
Common Stock, par value \$0.01 per share	11/29/2005	M	35,000	A	\$ 23.93	226,357	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>S⁽¹⁾</u>	35,000	D	\$ 43.9608	191,357	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>A⁽²⁾</u>	3,404	A	\$ 0	194,761	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>S⁽¹⁾</u>	35,447	D	\$ 44.1105	159,314	D
Common Stock, par value \$0.01 per share	11/30/2005	M	107,700	A	\$ 24.07	267,014	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>S⁽¹⁾</u>	107,700	D	\$ 44.0624	159,314	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>G⁽³⁾</u>	1,350	D	\$ 0	157,964	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>S⁽⁴⁾</u>	7,910	D	\$ 44.0839	157,964 ⁽⁵⁾	D
						2,098,395	I

Common
Stock, par
value
\$0.01 per
share

By
Kanders
Florida
Holdings,
Inc. ⁽⁶⁾

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.

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to buy)	\$ 23.93	11/29/2005		M	75,000	<u>(7)</u> 03/13/2012	Common Stock 75,000
Stock Option (Right to buy)	\$ 24.07	11/29/2005		M	105,000	<u>(7)</u> 06/24/2012	Common Stock 105,000
Stock Option (Right to buy)	\$ 23.93	11/29/2005		M	35,000	<u>(7)</u> 03/13/2012	Common Stock 35,000
Stock Option (Right to buy)	\$ 24.07	11/30/2005		M	107,700	<u>(7)</u> 06/24/2012	Common Stock 107,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDERS WARREN B	X		Chairman of	

C/O KANDERS & COMPANY, INC.
 ONE LANDMARK SQUARE, 22ND FL
 STAMFORD, CT 06901

the Board and
 CEO

Signatures

/s/ Warren B.
 Kanders 12/01/2005

**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) The Reporting Person sold the securities disclosed herein for personal estate planning and tax planning purposes, and for diversifying his asset portfolio.
 Represents the issuance of shares of Common Stock to the Reporting Person in an amount equal to the number of shares of Common Stock that were previously withheld by the Issuer for tax purposes when a grant of 10,447 shares of Restricted Common Stock vested on December 31, 2004.
- (2) Represents a gift made to the Reporting Person's children of which Mr. Kanders disclaims beneficial ownership.
- (3) Represents shares sold by the Reporting Person which were held for the benefit of his children. Mr. Kanders disclaims beneficial ownership of the shares of Common Stock held for the benefit of his children.
 The amount of securities reported as beneficially owned following the reported transaction includes: (i) 9,228 shares of Common Stock awarded to the Reporting Person by the Issuer as a restricted stock award, of which 4,614 shares vest on each of February 9, 2006 and 2007; and (ii) 11,170 shares of Common Stock awarded to the Reporting Person by the Issuer as a restricted stock award, of which 3,723 shares vest on each of January 1, 2006 and 2007, and 3,724 shares vest on January 1, 2008, 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.
- (5) Presently exercisable.
 In addition to the 12,300 stock options and any other stock options beneficially owned following the reported transactions disclosed herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 328,800 shares at an exercise price of \$37.90 per share which are presently exercisable; sales of Common Stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 50,000 shares will be restricted from sale until January 1, 2007; 100,000 shares will be restricted from sale until January 1, 2008; 128,800 shares will be restricted from sale until January 1, 2009; (continued on footnote 9)
- (6) (continued from footnote 8) and 50,000 shares will be restricted from sale until January 1, 2010; in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, if the foregoing lock-up periods have not yet expired, they shall each be extended for an additional five year period; (ii) 250,000 shares at an exercise price of \$24.07 per share which are presently exercisable; sales of Common Stock issued upon an exercise of any such options will be restricted from sale until December 31, 2006; (continued on footnote 10)
- (7) (continued from footnote 9) in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; (iii) 186,034 shares at an exercise price of \$14.32 per share; (iv) 100,000 shares at an exercise price of \$14.32 per share which are presently exercisable; sales of Common Stock issued upon an exercise of any such options will be restricted from sale until July 26, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; (continued on footnote 11)
- (8) (continued from footnote 10) (v) 8,125 shares at an exercise price of \$14.44 per share; (vi) 83,333 shares at an exercise price of \$28.90 per share; (vii) 166,667 shares at an exercise price of \$28.90 per share which are presently exercisable; sales of Common Stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 83,333 shares will be restricted from sale until January 1, 2006, and 83,334 shares will be restricted from sale until January 1, 2007; in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period; and (continued on footnote 12)
- (9)
- (10)
- (11)
- (12)

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(continued from footnote 11) (viii) 150,000 shares at an exercise price of \$45.93 per share which are presently exercisable; sales of Common Stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 50,000 shares will be restricted from sale until January 3, 2006; 50,000 shares will be restricted from sale until January 3, 2007; and 50,000 shares will be restricted from sale until January 3, 2008; in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

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.