

ARMOR HOLDINGS INC

Form 4

March 29, 2005

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 *
SCHILLER ROBERT

(Last) (First) (Middle)

**C/O ARMOR HOLDINGS,
INC., 13386 INTERNATIONAL
PARKWAY**

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ARMOR HOLDINGS INC [AH]

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

03/25/2005

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)

President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 37.9	03/25/2005	A		219,200		<u>(1)</u>	03/25/2015	Common Stock	219,200 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHILLER ROBERT C/O ARMOR HOLDINGS, INC. 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218			President and COO	

Signatures

/s/ Robert R.
Schiller

03/29/2005

**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) Presently exercisable.

Sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 33,333 shares will be restricted from sale until January 1, 2007; 66,666 shares will be restricted from sale until January 1, 2008; 85,867 shares will be

(2) restricted from sale until January 1, 2009; and 33,334 shares will be restricted from sale until January 1, 2010. In addition, upon the Reporting Person's voluntary termination of employment with the Company, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

In addition to the 219,200 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 50,000 shares at an exercise price of \$23.93 per share; (ii) 66,666 shares at an exercise price of \$17.12 per share; (iii) 133,334 shares at an exercise price of \$17.12 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options are

(3) subject to the following lock-up restrictions: 66,667 shares will be restricted from sale until October 8, 2005, and 66,667 shares will be restricted from sale until October 8, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Company, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period; (iv) 100,694 shares at an exercise price of \$15.05 per share;

(continued from footnote 3) (v) 50,000 shares at an exercise price of \$15.05 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, 2005; in addition, upon the Reporting Person's voluntary termination of employment with the Company, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; and

(5) (continued from footnote 4) (vi) 100,000 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: 33,333 shares will be restricted from

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sale until January 3, 2006; 33,333 shares will be restricted from sale until January 3, 2007; and 33,334 shares will be restricted from sale until January 3, 2008; in addition, upon the Reporting Person's voluntary termination of employment with the Company, 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.

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