

ARMOR HOLDINGS INC
 Form 4
 July 31, 2007

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)
07/31/2007

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)
President and COO

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	07/31/2007		D				D	\$ 88 0
						194,572		
						(1) (2)		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 37.9	07/31/2007		D	219,200	03/25/2005 03/25/2015	Common Stock 2,192
Stock Option (right to buy)	\$ 45.93	07/31/2007		D	100,000	03/25/2005 ⁽²⁾ 01/03/2015	Common Stock 100,000
Stock Option (right to buy)	\$ 17.12	07/31/2007		D	134,000	03/25/2005 ⁽³⁾ 10/08/2013	Common Stock 134,000
Stock Option (right to buy)	\$ 15.05	07/31/2007		D	53,406	03/25/2005 ⁽⁴⁾ 09/11/2011	Common Stock 53,406

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	X		President and COO	

Signatures

/s/ Robert R. Schiller 07/31/2007

**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).
Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of May 7, 2007 by and among BAE Systems, Inc., Jaguar Acquisition Sub Inc. and Armor Holdings, Inc. in exchange for \$88.00 for each share of common stock of the issuer held by the reporting person.

The amount of securities reported as beneficially owned prior to the transaction excludes 150,000 performance shares if Armor Holdings, Inc. achieves a rolling four quarter EBITDA of \$304.8 million as well as a \$70 stock price for five consecutive trading days. The
- (1) EBITDA and stock price targets described in the preceding sentence have been achieved but such performance shares have never formally been issued and the performance shares will be cancelled pursuant to the Merger Agreement in exchange for \$88.00 for each performance share.
- (2) Vesting dates accelerated on March 25, 2005. Currently all options are exercisable.
- (3) Vested in 3 equal installments annually beginning on October 8, 2004, with the remaining unvested installments becoming exercisable on March 25, 2005. Currently all options are exercisable.
- (4) Vested in 5 equal installments annually beginning on December 31, 2001, with the remaining unvested installment becoming exercisable on March 25, 2005. Currently all options are exercisable.
- (5)

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.