ARMOR HOLDINGS INC
Form 4
May 10, 2001

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction (b).

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Loffler	Stephen	J.
(Last)	(First)	(Middle)

c/o Armor Holdings, Inc.
1400 Marsh Landing Parkway, Suite 112

(Street)

Jacksonville	FL	32250
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

April, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

President and CEO - ArmorGroup Services Division

7. Individual or Joint/Group Filing (Check Applicable Law)

[X] Form filed by One Reporting Person
[ ] Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficial

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	(A) or (D)	Price	5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
Common Stock, $0.01 par value per share	4/27/01	A	V	5,896	A		5,896

FORM 4 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficiall
(e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	4.	5.	6.	7.	8.

Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/ Day/ Year)	Transaction Code (Instr. 8) Code	V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	Date Exercisable and Expiration Date (Month/ Day/Year) Date Exercisable	Expiration Date	Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	Price of Derivative Security (Instr 5)
Stock Options (Right to Buy)(1)	$12.6875						(2)	4/12/09	Common Stock	100,000	
Stock Options (Right to Buy)(1)	$12.6875						4/12/02	4/12/09	Common Stock	50,000	

EXPLANATION OF RESPONSES:

(1) Granted pursuant to the Armor Holdings, Inc. 1996 Stock Option Plan.
(2) Presently exercisable.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Stephen J. Loffler — May 9, 2001

** Signature of Reporting Person — Date

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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