

Edgar Filing: ARMOR HOLDINGS INC - Form 4

ARMOR HOLDINGS INC
Form 4
December 09, 2002

FORM 4

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

U.S. 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*

Townsend	Alair	A.
(Last)	(First)	(Middle)
c/o Crain's N.Y. Business 711 Third Avenue		
(Street)		
New York	NY	10017
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

December 5, 2002

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

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

- Director
 10% Owner
 Officer (give title below)
 Other (specify below)

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

- Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
 OR BENEFICIALLY OWNED
 =====

1. Title of Security (Instr. 3)	2. Trans- action Date ----- (Month/ Day/Year)	2A. Deemed Execution Date, if any ----- (Month/ Day/Year)	3. Transaction Code ----- Code	V	4. Securities Acquired (A) or Disposed of (D) ----- Amount (A) or (D)	Price
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Common Stock, par value
\$0.01 per share

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FORM 4 (CONTINUED)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execut- ion Date if Any, (Month/ Day/Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Secur- ities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Options (Right to Buy) (1)	\$8.00					(2) 12/06	Common Stock 55,000
Stock Options (Right to Buy) (3)	\$9.6875					(2) 6/09	Common Stock 10,000
Stock Options (Right to Buy) (3)	\$13.19					(2) 6/15/10	Common Stock 10,000
Stock Options (Right to Buy) (3)	\$14.44					(2) 6/19/11	Common Stock 12,500
Stock Options (Right to Buy) (4)	\$25.69	12/5/02		A	12,500	6/18/03 12/5/12	Common Stock 12,500

- (1) Granted pursuant to the Armor Holdings, Inc. Amended and Restated 1996 Non-Employee Directors Stock Option Plan.
- (2) Presently exercisable.
- (3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

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(4) Granted pursuant to the Armor Holdings, Inc. 2002 Stock Incentive Plan.

*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).

/s/ Alair A. Townsend

December 9, 2002

**Signature of the Reporting Person

Date