

SCHILLER ROBERT
Form 4
August 19, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 13386 INTERNATIONAL PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)
JACKSONVILLE, FL 32218

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/17/2005		S		30,000	D	\$ 42.9374
Common Stock, par value \$0.01 per share	08/17/2005		M		10,691	A	\$ 15.05
Common Stock, par value \$0.01 per share	08/17/2005		S		10,691	D	\$ 42.9374

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/18/2005 M 73,309 A \$ 15.05 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 M 50,000 A \$ 23.93 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 M 18,496 A \$ 17.12 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 141,805 D \$ 42.34 0 D

Common
Stock, par
value
\$0.01 per
share

08/19/2005 M 47,504 A \$ 17.12 0 D

Common
Stock, par
value
\$0.01 per
share

08/19/2005 S 47,504 D \$ 42.1372 184,902 ⁽¹⁾ D

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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Security			Code	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Stock Option (right to buy)	\$ 15.05	08/17/2005	M		10,691	<u>(2)</u>	09/06/2011	Common Stock	10,691
Stock Option (right to buy)	\$ 15.05	08/18/2005	M		73,309	<u>(2)</u>	09/06/2011	Common Stock	73,309
Stock Option (right to buy)	\$ 23.93	08/18/2005	M		50,000	<u>(2)</u>	03/13/2012	Common Stock	50,000
Stock Option (right to buy)	\$ 17.12	08/18/2005	M		18,496	<u>(2)</u>	10/08/2013	Common Stock	18,496
Stock Option (right to buy)	\$ 17.12	08/19/2005	M		47,504	<u>(2)</u>	10/08/2013	Common Stock	47,504

Reporting Owners

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

Signatures

/s/ Robert Schiller 08/19/2005

**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 amount of securities reported as beneficially owned following the reported transactions includes: (i) 11,170 shares of restricted stock 3,723 shares of which will vest on each of January 1, 2006 and 2007, and 3,724 shares of which will vest on January 1, 2008; and (ii)

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6,921 shares of restricted stock all of which will vest on February 9, 2007, in each case subject to acceleration under certain circumstances.

(2) Presently exercisable.

Sales of common stock issued upon an exercise of options to purchase 50,000 shares will be restricted from sale until December 31, 2005; (3) in addition, upon the Reporting Person's voluntary termination of employment with Armor Holdings, Inc. (the "Company"), if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period.

(4) 66,666 shares are presently exercisable at an exercise price of \$17.12 per share. 133,334 shares are presently exercisable at an exercise price of \$17.12 per share; sales of common stock issued upon an exercise of any such options are 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.

(5) In addition to the stock options reported herein, the Reporting Persons is the beneficial owner of stock options to purchase: (i) 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 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; (continued in footnote (6))

(6) (Continued from footnote (5))(ii) 219,200 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: 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 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.

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.