

ARMOR HOLDINGS INC
Form 4
December 01, 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 *
KANDERS WARREN B

(Last) (First) (Middle)

C/O KANDERS & COMPANY,
INC., ONE LANDMARK SQUARE,
22ND FL

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2005

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)
Chairman of the Board and CEO

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	11/29/2005		M		75,000	A	\$ 23.93
					266,357		
Common Stock, par value \$0.01 per share	11/29/2005		M		105,000	A	\$ 24.07
					371,357		
	11/29/2005		S ⁽¹⁾		180,000	D	
					191,357		

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Common Stock, par value \$0.01 per share					\$	43.9576	
Common Stock, par value \$0.01 per share	11/29/2005	M	35,000	A	\$ 23.93	226,357	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>S⁽¹⁾</u>	35,000	D	\$ 43.9608	191,357	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>A⁽²⁾</u>	3,404	A	\$ 0	194,761	D
Common Stock, par value \$0.01 per share	11/29/2005	<u>S⁽¹⁾</u>	35,447	D	\$ 44.1105	159,314	D
Common Stock, par value \$0.01 per share	11/30/2005	M	107,700	A	\$ 24.07	267,014	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>S⁽¹⁾</u>	107,700	D	\$ 44.0624	159,314	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>G⁽³⁾</u>	1,350	D	\$ 0	157,964	D
Common Stock, par value \$0.01 per share	11/30/2005	<u>S⁽⁴⁾</u>	7,910	D	\$ 44.0839	157,964 ⁽⁵⁾	D
						2,098,395	I

Common
Stock, par
value
\$0.01 per
share

By
Kanders
Florida
Holdings,
Inc. ⁽⁶⁾

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 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 or Number of Shares
Stock Option (Right to buy)	\$ 23.93	11/29/2005		M	75,000	<u>(7)</u> 03/13/2012	Common Stock 75,000
Stock Option (Right to buy)	\$ 24.07	11/29/2005		M	105,000	<u>(7)</u> 06/24/2012	Common Stock 105,000
Stock Option (Right to buy)	\$ 23.93	11/29/2005		M	35,000	<u>(7)</u> 03/13/2012	Common Stock 35,000
Stock Option (Right to buy)	\$ 24.07	11/30/2005		M	107,700	<u>(7)</u> 06/24/2012	Common Stock 107,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDERS WARREN B	X		Chairman of	

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(continued from footnote 11) (viii) 150,000 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: 50,000 shares will be restricted from sale until January 3, 2006; 50,000 shares will be restricted from sale until January 3, 2007; and 50,000 shares will be restricted from sale until January 3, 2008; in addition, upon the Reporting Person's voluntary termination of employment with the Issuer or his termination by the Issuer for cause, 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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