

ARMOR HOLDINGS INC  
 Form 4  
 March 29, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
**03/25/2005**

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 37.9	03/25/2005	A		328,800		(1)	03/25/2015	Common Stock	328,800 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDERS WARREN B C/O KANDERS & COMPANY, INC. ONE LANDMARK SQUARE, 22ND FL STAMFORD, CT 06901	X		Chairman of the Board and CEO	

## Signatures

/s/ Warren B. Kanders                      03/29/2005

\*\*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) Presently exercisable.  
Sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 50,000 shares will be restricted from sale until January 1, 2007; 100,000 shares will be restricted from sale until January 1, 2008; 128,800 shares will be restricted from sale until January 1, 2009; and 50,000 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.
- (3) In addition to the 328,800 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 110,000 shares at an exercise price of \$23.93 per share; (ii) 225,000 shares at an exercise price of \$24.07 per share; (iii) 250,000 shares at an exercise price of \$24.07 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options will be restricted from sale until December 31, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Company, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period; (iv) 100,000 shares at an exercise price of \$14.32 per share;  
(continued from footnote 3) (v) 200,000 shares at an exercise price of \$14.32 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: 100,000 shares will be restricted from sale until July 26, 2005, and 100,000 shares will be restricted from sale until July 26, 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; (vi) 8,125 shares at an exercise price of \$14.44 per share; (vii) 83,333 shares at an exercise price of \$28.90 per share;
- (5)

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(continued from footnote 4) (viii) 166,667 shares at an exercise price of \$28.90 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: 83,333 shares will be restricted from sale until January 1, 2006, and 83,334 shares will be restricted from sale until January 1, 2007; 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; and

- (continued from footnote 5) (ix) 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 Company, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.
- (6)

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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