

ARMOR HOLDINGS INC
Form 4
August 13, 2002

FORM 4

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

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*

Ehrlich Burt R.

(Last) (First) (Middle)

20 Brynwood Lane

(Street)

Greenwich CT 06831

(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

July, 2002

5. If Amendment, Date of Original (Month/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

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day /Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
		----- Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	7/15/02	J	V	11,500	D	N/A	0
Common Stock, par value \$0.01 per share	7/15/02	J	V	5,000	D	N/A	0
Common Stock, par value \$0.01 per share							158,300
Common Stock, par value \$0.01 per share							11,500
Common Stock, par value \$0.01 per share							5,000
Common Stock, par value \$0.01 per share							400

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FORM 4 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security (Instr. 3)	Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
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

- (1) The reporting person disclaims beneficial ownership of these securities and this report shall not be construed to indicate that the reporting person is the beneficial owner of these securities for the purposes of Section 13(d) of the Securities Exchange Act of 1934 or otherwise.
- (2) Presently exercisable.
- (3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.
- (4) The transactions reported hereby consist of the transfer of common stock previously held in trust for the reporting person's child from such trust to such child. Such child does not share the same household as the reporting person.

*If the Form is filed by more than one reporting person, See Instruction 5(b)(v).

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

/s/Burt R. Ehrlich

**Signature of the R
Person

Note: File three copies of this Form, one of which must be manually signed. If space provided is
See Instruction 6 for procedure.