

SCHILLER ROBERT

Form 4

January 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHILLER ROBERT

(Last) (First) (Middle)

**C/O ARMOR HOLDINGS,
INC., 1400 MARSH LANDING
PARKWAY, SUITE 112**

(Street)

JACKSONVILLE, FL 32250

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ARMOR HOLDINGS INC [AH]

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

12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	12/31/2004		F		5,223 (1)	D \$ 47.02	252,634 (2) D

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

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(9-02)

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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) ⁽³⁾	\$ 45.93	01/03/2005		A		100,000		<u>(4)</u>	01/03/2015	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHILLER ROBERT C/O ARMOR HOLDINGS, INC. 1400 MARSH LANDING PARKWAY, SUITE 112 JACKSONVILLE, FL 32250	President and COO

Signatures

/s/ Robert R. Schiller 01/04/2005

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).
- Represents the number of shares withheld by the issuer to satisfy the tax withholding obligations of the reporting person, including the
- (1) withholding obligations incurred by the vesting on December 31, 2004 of 5,223 shares of restricted common stock held by the reporting person.
- The amount of securities reported as beneficially owned following the reported transaction includes: (i) 25,000 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on December 31, 2016; (ii) 150,000 shares of a
- (2) vested and deferred restricted stock grant which is deferred until November 11, 2008; and (iii) 6,921 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2007, in each case subject to acceleration under certain circumstances.
- (3) Granted pursuant to the Armor Holdings, Inc. 2002 Stock Incentive Plan.
- (4) Options to purchase 33,334 shares of common stock vest December 31, 2005 and options to purchase 33,333 shares of common stock vest on each of December 31, 2006 and 2007.
- In addition to the 100,000 stock options reported herein, the Reporting Persons is the beneficial owner of stock options to purchase (i)
- (5) 50,000 shares at an exercise price of \$23.93 per share; (ii) 200,000 shares at an exercise price of \$17.12 per share; and (iii) 150,694 shares at an exercise price of \$15.05 per share.

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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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