

Hutcherson Phillip Randall
 Form 4
 April 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Hutcherson Phillip Randall

2. Issuer Name and Ticker or Trading Symbol
 FORCE PROTECTION INC [FRPT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 9801 HIGHWAY 78, BLDG 1
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/06/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec VP, Glbl Sales/Bus. Dvlpmt

LADSON, SC 29456
 (City) (State) (Zip)

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

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	04/06/2009		A		12,255 <u>(1)</u>	A	\$ 0 12,255 D
Common Stock	04/07/2009		A		32,918 <u>(2)</u>	A	\$ 0 45,173 D

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

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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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 5.81	04/07/2009		A	10,973	⁽³⁾ 04/07/2019	Common Stock	10,973

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutcherson Phillip Randall 9801 HIGHWAY 78 BLDG 1 LADSON, SC 29456			Exec VP, Glbl Sales/Bus.Dvlpmt	

Signatures

/s/ Lenna Ruth Macdonald as attorney-in-fact for Phillip Randall
Hutcherson

04/08/2009

**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) These shares of common stock vest in the following sequence: 25% vested on 4/6/2009, the day of the grant, and 25% vest on each of 6/30/2009, 9/30/2009 and 12/31/2009.
- (2) These shares of common stock are subject to forfeiture restrictions, whereby the restrictions on 50% of the stock will lapse in three equal installments commencing on April 7, 2010 and ending on April 7, 2012, and the restrictions on the other 50% of the stock will lapse upon the completion of certain performance criteria to be determined on or by April 7, 2010.
- (3) This stock option vests in three equal annual installments, commencing on April 7, 2010.

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.