#### ARMOR HOLDINGS INC

Form 4

January 08, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Persor
SCHILLER ROBERT

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

ARMOR HOLDINGS INC [AH]

(Check all applicable)

C/O ARMOR HOLDINGS.

(First)

INC., 13386 INTERNATIONAL **PARKWAY** 

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

01/04/2007

\_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title below)

President and COO

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

JACKSONVILLE, FL 32218

	1 401	ble 1 - Non-Berryautte Securities Acquireu, Disposed of, or Beneficiary Owned						
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Codo V	Amount		Derica	(Instr. 3 and 4)		
		Code v	Amount	(D)	Price			
		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction Code	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code (Instr. 3, (Month/Day/Year)) (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5 (Instr. 8)	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired   (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   (Month/Day/Year)   (Instr. 3, 4 and 5)   (A) or	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Eneficially (Month/Day/Year) (Instr. 8) Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) 4 and 5) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (D) or Owned (D) or Owned (Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)

Stock, par 01/04/2007 value \$0.01

1,095 F 197,095 (2) D (1) 54.85

per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: ARMOR HOLDINGS INC - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
topotonig o material management of	Director	10% Owner	Officer	Other		
SCHILLER ROBERT C/O ARMOR HOLDINGS, INC. 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	X		President and COO			
Cianaturas						

### Signatures

/s/ Robert R. 01/05/2007 Schiller Date

\*\*Signature of Reporting Person

### **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 incurred by the vesting on January 1, 2007 of 3,723 shares of restricted common stock held by the reporting person.
- The amount of securities reported as beneficially owned following the reported transaction includes: (i) 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; and (ii) 3,724 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on January 1, 2008, in each case subject to acceleration under certain circumstances.

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.

Reporting Owners 2