

HEIAR GLENN J
Form 4
August 19, 2005

FORM 4

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

OMB APPROVAL

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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 *
HEIAR GLENN J

(Last) (First) (Middle)

C/O ARMOR HOLDINGS, INC., 13386 INTERNATIONAL PARKWAY

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARMOR HOLDINGS INC [AH]

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2005

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)
Chief Financial Officer

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 or Disposed of (A) (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)	Price		
Common Stock, par value \$0.01 per share	08/17/2005		S	4,310 D	\$ 42.68 0	D	
Common Stock, par value \$0.01 per share	08/17/2005		S	1,600 D	\$ 42.63 0	D	
	08/17/2005		M	9,623 A	\$ 21.75 0	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/17/2005 S 9,623 D \$ 42.9374 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 500 D \$ 42.34 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 500 D \$ 42.32 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 1,000 D \$ 42.4 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 1,600 D \$ 42.33 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 2,000 D \$ 42.25 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 1,000 D \$ 42.35 0 D

Common
Stock, par
value
\$0.01 per
share

08/18/2005 M 33,534 A \$ 21.75 0 D

08/18/2005 S 33,534 D \$ 42.34 0 D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value 08/19/2005
\$0.01 per
share

M 11,234 A \$ 21.75 0 D

Common
Stock, par
value 08/19/2005
\$0.01 per
share

S 11,234 D \$ 42.1372 34,265 ⁽¹⁾ D

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

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(9-02)

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 Option (right to buy)	\$ 21.75	08/17/2005		M	9,623	⁽²⁾ 02/06/2012	Common Stock	9,623
Stock Option (right to buy)	\$ 21.75	08/18/2005		M	33,534	⁽²⁾ 02/06/2012	Common Stock	33,534
Stock Option (right to buy)	\$ 21.75	08/19/2005		M	11,234	⁽²⁾ 02/06/2012	Common Stock	11,234

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIAR GLENN J CVO ARMOR HOLDINGS, INC. 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218			Chief Financial Officer	

Signatures

/s/ Glenn J.
Heiar

08/19/2005

**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).

The amount of securities reported as beneficially owned following the reported transactions includes: (i) 2,000 shares of restricted stock all of which will vest on December 31, 2005; (ii) 1,520 shares of restricted stock all of which will vest on December 31, 2006; (iii) 1,954 shares of restricted stock 651 shares of which will vest on each of January 1, 2006 and 2007, and 652 shares of which will vest on January 1, 2008; and (iv) 25,000 shares of restricted stock all of which will vest upon the consummation of a change in control of Armor Holdings, Inc.

(2) Presently exercisable.

In addition to the stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 20,000 shares at an exercise price of \$28.46; (ii) 80,000 shares at an exercise price of \$28.46 which are presently exercisable; sales of common stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 20,000 shares will be restricted from sale until March 11, 2006; 20,000 shares will be restricted from sale until March 11, 2007; 20,000 shares will be restricted from sale until March 11, 2008; and 20,000 shares will be restricted from sale until March 11, 2009;

(iii) 25,000 shares at an exercise price of \$44.76 which are presently exercisable; sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: all of the shares will be restricted from sale for two years from February 10, 2005 (the "Vesting Date"), 75% of the shares will be restricted from sale for three years from the Vesting Date, 50% of the shares will be restricted from sale for four years from the Vesting Date, and 25% of the shares will be restricted from sale for five years from the Vesting Date; and

(iv) 75,000 shares at an exercise price of \$37.90 which are presently exercisable; sales of common stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 6,250 shares will be restricted from sale until January 1, 2008; 12,500 shares will be restricted from sale until January 1, 2009; 18,750 shares will be restricted from sale until January 1, 2010; 18,750 shares will be restricted from sale until January 1, 2011; 12,500 shares will be restricted from sale until January 1, 2012; and 6,250 shares will be restricted from sale until January 1, 2013. In addition, upon the Reporting Person's voluntary termination of employment with Armor Holdings, Inc., any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

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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