

Giordanella Stephen  
Form 3  
June 09, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|  |   |  |   |   |   |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Giordanella Stephen</p> <p>(Last) (First) (Middle)</p> <p>1649 NORTHWEST 136TH AVENUE</p> <p>(Street)</p> <p>SUNRISE, FL 33323</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/09/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Protective Products of America, Inc. [PPA:TSX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common stock                       | 1,000,000  | D   | ^  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                                    | Date Exercisable | Expiration Date |              | Amount or Number of Shares |              | or Indirect (I) (Instr. 5) |   |
|------------------------------------|------------------|-----------------|--------------|----------------------------|--------------|----------------------------|---|
| Stock option (right to buy)        | Â (1)            | 05/25/2011      | Common stock | 15,000                     | \$ 22.59 (2) | D                          | Â   |
| Stock option (right to buy)        | Â (3)            | 04/12/2012      | Common stock | 100,000                    | \$ 15.4 (2)  | D                          | Â   |
| Stock option (right to buy)        | Â (4)            | 01/25/2013      | Common stock | 102,326                    | \$ 5.3 (2)   | D                          | Â   |
| Stock option (right to buy)        | Â (5)            | 09/16/2013      | Common stock | 60,000                     | \$ 1.25 (2)  | D                          | Â   |
| Warrant                            | 10/15/2007       | 10/15/2009      | Common stock | 170,000                    | \$ 7.5 (2)   | I                          | The Stephen Giordanella Revocable Trust dated October 8, 2004 |
| Subordinated Convertible Debenture | 02/04/2008       | 02/04/2011      | Common stock | 152,207                    | \$ 6.57      | I                          | Stephen Giordanella Revocable Trust dated October 8, 2004     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Giordanella Stephen<br>1649 NORTHWEST 136TH AVENUE<br>SUNRISE, FL 33323 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Deon Vaughan, Attorney-in-fact for Stephen Giordanella

06/09/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option on each of the first three anniversary dates of the granting of the option. The option was granted May 25, 2006.
  - (2) The exercise price is in Canadian dollars.
  - (3) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option on each of the first three anniversary dates of the granting of the option. The option was granted April 12, 2007.
  - (4) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option on each of the first three anniversary dates of the granting of the option. The option was granted January 25, 2008.

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- (5) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option at the end of each of the first three six month periods after the granting of the option. The option was granted September 16, 2008.

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.