

STEWART & STEVENSON SERVICES INC  
 Form 4  
 June 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KING CARL B**

2. Issuer Name and Ticker or Trading Symbol  
**STEWART & STEVENSON SERVICES INC [SVC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**P.O. BOX 1637**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/25/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP, Secretary and GC**

**HOUSTON, TX 77251-1637**  
 (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                                                                                        | (D)                                                      | Price                             |

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

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SEC 1474  
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------|

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| (Instr. 3)                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                           |                    |                 |  |
|-------------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|--------|-----|---------------------------|--------------------|-----------------|--|
|                                                 |                                    |                  | Code       | V                                                                | (A)    | (D) | Date Exercisable          | Expiration<br>Date | Title           |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 26.61                           | 05/25/2006       | D          |                                                                  | 20,000 |     | 02/08/2002 <sup>(2)</sup> | 02/08/2011         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 18.54                           | 05/25/2006       | D          |                                                                  | 20,000 |     | 03/25/2003 <sup>(3)</sup> | 03/25/2012         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 18.54                           | 05/25/2006       | D          |                                                                  | 10,000 |     | 03/25/2003 <sup>(3)</sup> | 03/25/2012         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 9.52                            | 05/25/2006       | D          |                                                                  | 30,000 |     | 03/05/2004 <sup>(4)</sup> | 03/05/2013         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 9.7                             | 05/25/2006       | D          |                                                                  | 43,500 |     | 03/07/2004 <sup>(5)</sup> | 03/07/2013         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 14.62                           | 05/25/2006       | D          |                                                                  | 90,000 |     | 03/31/2005 <sup>(6)</sup> | 03/31/2014         | Common<br>Stock |  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                             |       |
|--------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                        | Director      | 10% Owner | Officer                     | Other |
| KING CARL B<br>P.O. BOX 1637<br>HOUSTON, TX 77251-1637 |               |           | Senior VP, Secretary and GC |       |

## Signatures

/s/ Carl B. King                      06/01/2006

\_\_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) Cancelled pursuant to the Agreement and Plan of Merger dated as of February 27, 2006, as amended, by and among Stewart & Stevenson Services, Inc., Armor Holdings, Inc. and Santana Acquisition Corp., in exchange for a cash payment equal to the product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$36.50 over the exercise price per share of common

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stock under such option.

- (2) The stock option becomes exercisable in four equal annual installments commencing February 8, 2002.
- (3) The stock option becomes exercisable in four equal annual installments commencing March 25, 2003.
- (4) The stock option becomes exercisable in four equal annual installments commencing March 5, 2004.
- (5) The stock option becomes exercisable in four equal annual installments commencing March 7, 2004.
- (6) The stock option becomes exercisable in four equal annual installments commencing March 31, 2005.

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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