

Edgar Filing: EHRLICH BURTT R - Form 4

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

- Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Law)

- Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) ----- Amount (A) or Price (D)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
Common Stock, par value \$0.01 per share	12/10/01	S	22,500	D	\$22.00	71,600
Common Stock, par value \$0.01 per share						23,000
Common Stock, par value \$0.01 per share						10,000
Common Stock, par value \$0.01 per share						400

FORM 4 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1.	2.	3.	4.	5.	6.	7.	8.
							Title and

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Title of Derivative Security (Instr. 3)	Conver- sion or Exercise Price of Deriv- ative Security	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Date Exer- cisable and Expiration Date (Month/ Day/Year) ----- Date Exer- cis- able	Expir- ation Date	Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Num- ber of Shares	Price of Deriv- ative Secur- ity (Instr. 5)
Stock Options (Right to Buy) (2)	\$3.75				(3)	1/06	Common Stock	75,000
Stock Options (Right to Buy) (4)	\$9.6875				(3)	6/09	Common Stock	10,000
Stock Options (Right to Buy) (4)	\$13.19				(3)	6/15/10	Common Stock	10,000
Stock Options (Right to Buy) (4)	\$14.44				(3)	6/19/11	Common Stock	12,500

- (1) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (2) Granted pursuant to the Armor Holdings, Inc. 1996 Non-Employee Directors Stock Option Plan.
- (3) Presently exercisable.
- (4) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

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

* 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).

Note: File three copies of this Form, one of which must be manually signed.
If space provided 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.

/s/ Burt R. Ehrlich

January 7, 2002

** Signature of Reporting Person

Date

(Over)

