

Edgar Filing: LOFFLER STEPHEN J - 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)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
			Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	12/10/01	S	50,000	D	\$22.00	5,900

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).

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.
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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)		Date Exer- cisable and Expiration Date (Month/ Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Deriv- ative Secur- ity (Instr 5)
				(Instr. 3, 4, and 5) ----- (A) (D)	Date Exer- cis- able	Expir- ation Date	Amount or Num- ber of Shares		
Stock Options									
(Right to Buy) (1)	\$12.3726	12/10/01	X	50,000	(2)	4/12/09	Common Stock	50,000	
Stock Options									
(Right to Buy) (1)	\$12.6875					4/12/02 4/12/09	Common Stock	50,000	

- (1) Granted pursuant to the Armor Holdings, Inc. 1996 Option Plan.
- (2) Presently exercisable.

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/ Stephen J. Loffler

January 7, 2002

** Signature of the Reporting Person

Date

(Over)
SEC 1474 (7/96)