

Edgar Filing: ARMOR HOLDINGS INC - Form 4

ARMOR HOLDINGS INC  
 Form 4  
 January 10, 2002

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction (b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Strauss                      Thomas                      W.  
 -----  
 (Last)                      (First)                      (Middle)

c/o Ramius Capital Group  
 757 Third Avenue  
 -----

(Street)

New York                      NY                      10017  
 -----  
 (City)                      (State)                      (Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)  
 -----

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December, 2001  
 -----

5. If Amendment, Date of Original (Month/Year)

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

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

President and Chief Executive Officer

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)		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
		Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	12/10/01	S		22,500	D	\$22.00	12,500

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.  
 \* If the Form is filed by more than one reporting person, See Instruction 5(b)(v).

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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 of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
Stock Options (Right to Buy) (1)	\$7.50				(2) 5/06	Common Stock 75,000	
Stock Options (Right to Buy) (3)	\$9.6875				(2) 6/09	Common Stock 10,000	
Stock Options (Right to Buy) (3)	\$13.19				(2) 6/15/10	Common Stock 10,000	
Stock Options (Right to Buy) (3)	\$14.44				(2) 6/19/11	Common Stock 12,500	

(1) Granted pursuant to the Armor Holdings, Inc. 1996 Non-Employee Directors Stock Option Plan.

(2) Presently exercisable.

(3) 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).

/s/ Thomas W. Strauss

January 7, 2002

\*\* Signature of Reporting Person

Date

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

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in this Form are not required to respond unless the form displays a currently valid OMB Number.