

Edgar Filing: ARMOR HOLDINGS INC - Form 5

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	4. Securities Acquired (A) or Disposed of (D) ----- Amount (A) or Price (D)			5. Amount of Securities Beneficial Owned at End of Iss Fiscal Year (Instr. 3 and 4)
Common Stock, par value \$0.01 per share						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 5 (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)	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)	Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (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	6/19/01	A	12,500	(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.

/s/ Burt R. Ehrlich

February 11, 2002

** Signature of Reporting Person

Date

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.