

STRAUSS THOMAS W
Form 4
November 18, 2004

FORM 4

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

OMB APPROVAL

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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 *
STRAUSS THOMAS W

2. Issuer Name and Ticker or Trading Symbol
ARMOR HOLDINGS INC [AH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
666 THIRD AVE., 26TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2004		M		6,758	A	\$ 7.5 0
Common Stock	11/16/2004		S		6,758	D	\$ 42.2 0
Common Stock	11/17/2004		M		11,182	A	\$ 7.5 0
Common Stock	11/17/2004		S		11,182	D	\$ 41.78 0
Common Stock	11/18/2004		M		7,060	A	\$ 7.5 0
	11/18/2004		S		7,060	D	0

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Common Stock						\$				41.96
Common Stock	11/18/2004		M	3,409	A	\$ 7.5	0			D
Common Stock	11/18/2004		S	3,409	D	\$		12,500		D
						41.96				

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 7.5	11/16/2004		M	6,758	<u>(1)</u> 05/11/2006	Common Stock	6,758
Stock Option (right to buy)	\$ 7.5	11/17/2004		M	11,182	<u>(1)</u> 05/11/2006	Common Stock	11,182
Stock Option (right to buy)	\$ 7.5	11/18/2004		M	7,060	<u>(1)</u> 05/11/2006	Common Stock	7,060
Stock Option (right to buy)	\$ 7.5	11/18/2004		M	3,409	<u>(1)</u> 05/11/2006	Common Stock	3,409

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

STRAUSS THOMAS W
666 THIRD AVE., 26TH FLOOR X
NEW YORK, NY 10017

Signatures

/s/ Thomas W.
Strauss 11/18/2004

**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) Presently exercisable.

- In addition to the 46,591 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase (i) 10,000 shares at an exercise price of \$9.6875 per share, (ii) 10,000 shares at an exercise price of \$13.19 per share, (iii) 12,500 shares at an exercise price of \$14.44 per share, (iv) 12,500 shares at an exercise price of \$24.07 per share, (v) 12,000 shares at an exercise price of \$14.32 per share, and (vi) 12,500 shares at an exercise price of \$35.40 per share.
- (2)

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