

ARMOR HOLDINGS INC
Form 4
March 05, 2003

FORM 4

[] Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

U.S. 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

1. Name and Address of Reporting Person*

Sokolow

Nicholas

(Last)

(First)

(Middle)

c/o Sokolow, Dunaud, Mercadier & Carreras
55 Avenue Kleber

(Street)

Paris

France

75016

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

March 4, 2003

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

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

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

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1. Title of Security (Instr. 3)	2. Trans- action Date ----- (Month/ Day/Year)	2A. Deemed Execution Date, if any ----- (Month/ Day/Year)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) ----- (A) or (D)	Amount	Price
Common Stock, par value \$0.01 per share	3/4/03		P	A	4,000	\$10.95
Common Stock, par value \$0.01 per share	3/4/03		P	A	1,300	\$11.02
Common Stock, par value \$0.01 per share	3/4/03		P	A	5,900	\$11.03

Common Stock, par value
\$0.01 per share

Common Stock, par value
\$0.01 per share

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

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(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execut- ion Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Options (Right to Buy) (2)	\$3.25					(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
Stock Options (Right to Buy) (5)	\$24.07					6/18/03 12/5/12	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. Amended and Restated 1996 Non-Employee Directors Stock Option Plan.
- (3) Presently exercisable.
- (4) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.
- (5) Granted pursuant to the Armor Holdings, Inc. 2002 Stock Incentive Plan.

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/s/ Nicholas Sokolow

March 4, 2003

**Signature of the 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) .