

TROY GREGORY T
Form 4
April 25, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TROY GREGORY T

(Last) (First) (Middle)

1520 OLD TROLLEY ROAD

(Street)

SUMMERVILLE, SC 29485

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FORCE PROTECTION INC [FRPT]

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

04/21/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 04/21/2011 | | A | Amount (1) 20,000 | (A) or (D) A \$ 0 20,000 | D | |
| Common Stock | 04/21/2011 | | A | 32,000 (2) | A \$ 0 52,000 | D | |
| Common Stock | 04/21/2011 | | A | 32,000 (3) | A \$ 0 84,000 | D | |
| Common Stock | 04/21/2011 | | F | 1,883 (4) | D \$ 4.65 82,117 | D | |

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

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(9-02)

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 Options (Right to Buy) | \$ 4.65 | 04/21/2011 | | A | 26,301 | (5) 04/21/2021 | Common Stock | 26,301 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TROY GREGORY T 1520 OLD TROLLEY ROAD SUMMERVILLE, SC 29485 | | | Chief Human Resources Officer | |

Signatures

Gregory T. Troy 04/25/2011

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).
- These shares of common stock are subject to forfeiture restrictions, whereby the restrictions on 25% of the stock will lapse immediately, 25% will lapse on June 30, 2011, 25% will lapse on September 30, 2011, and the remaining will lapse on December 31, 2011.
 - These shares of common stock are subject to forfeiture restrictions, whereby one-third of the restrictions lapse in three equal annual installments commencing on March 2, 2012.
 - These shares of common stock are subject to forfeiture restrictions, whereby one-third of the restrictions will lapse in three equal annual installments upon the completion of performance criteria to be determined on or by March 2, 2012.
 - Pursuant to the reporting person's restricted stock award granted on April 21, 2011, 5,000 shares vested on April 21, 2011, of which 1,883 shares were forfeited as payment for his tax withholding obligations, including the minimum statutory federal tax withholding rate, the

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state tax withholding rate and Medicare.

(5) This stock option vests in three equal annual installments, commencing on March 2, 2012.

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

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