ARMOR HOLDINGS INC
Form 4
November 18, 2004

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KANDERS WARREN B

(Last) (First) (Middle)

C/O KANDERS & COMPANY, INC., ONE LANDMARK SQUARE, 22ND FL

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/16/2004		M		48,614	A	$ 11.31	0	D	
Common Stock	11/16/2004		S		48,614	D	$ 42.2	0	D	
Common Stock	11/17/2004		M		80,441	A	$ 11.31	0	D	
Common Stock	11/17/2004		S		80,441	D	$ 41.78	0	D	
Common Stock	11/18/2004		M		70,945	A	$ 11.31	0	D	

Common Stock	11/18/2004	S	70,945	D	$ 41.96	0	D	
Common Stock	11/18/2004	M	4,375	A	$ 14.44	0	D	
Common Stock	11/18/2004	S	4,375	D	$ 41.96	0	D	
Common Stock	11/18/2004	F	7,863 (1)	D	$ 42.52	0	D	
Common Stock	11/18/2004	G	36,600	D	$ 0	256,237 (2) (3)	D	
Common Stock						2,098,395	I	By Kanders Florida Holdings, Inc. (4)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 11.31	11/16/2004		M			48,614	(6)	12/29/2008	Common Stock	48,614	
Stock Option (right to buy)	$ 11.31	11/17/2004		M			80,441	(6)	12/29/2008	Common Stock	80,441	
Stock Option (right to	$ 11.31	11/18/2004		M			70,945	(6)	12/29/2008	Common Stock	70,945	

buy)									
Stock Option (right to buy)	$ 14.44	11/18/2004		M	4,375	(6)	06/19/2011	Common Stock	4,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDERS WARREN B C/O KANDERS & COMPANY, INC. ONE LANDMARK SQUARE, 22ND FL STAMFORD, CT 06901	X		Chairman of the Board and CEO	

Signatures

/s/ Warren B. Kanders	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) Represents the number of shares withheld by the issuer to satisfy tax withholding incurred obligations by the vesting on November 18, 2004, of 25,000 shares of restricted common stock held by the reporting person.

(2) In addition to the shares reported herein, the reporting person's children beneficially own 4,760 shares of common stock. The reporting person disclaims beneficial ownership of these shares.

(3) The amount of securities reported as beneficially owned following the reported transaction includes: (i) 25,500 shares of common stock award to the reporting person by the issuer as a restricted stock award which vests on December 31, 2016; (ii) 10,447 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on December 31, 2004; (iii) 200,000 shares of a vested, deferred restricted stock grant which is deferred until November 11, 2008; (iv) 4,613 shares of a common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2005; (v) 4,614 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2006; and (vi) 4,614 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on February 9, 2007, in each case subject to acceleration under certain circumstances.

(4) The reporting person is the sole stockholder and sole director of Kanders Florida Holdings, Inc.

(5) In addition to the derivative securities reported herein, the Reporting Person is the beneficial owner of options to purchase (i) 110,000 shares at an exercise price of $23.93 per share, (ii) 475,000 shares at an exercise of $24.07 per share, and (iii) 300,000 shares at an exercise of $14.32 per share.

(6) Presently exercisable.

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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