

DRS TECHNOLOGIES INC
Form 4
February 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
CASNER PAUL G JR

(Last) (First) (Middle)
629 QUAIL KEEP DRIVE
(Street)

SAFETY HARBOR, FL 34695

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DRS TECHNOLOGIES INC [DRS]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P., COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/14/2005		M	37,500 A \$ 33.96	73,130 ⁽¹⁾	D	
Common Stock	02/14/2005		M	10,000 A \$ 13.5	83,630 ⁽¹⁾	D	
Common Stock	02/14/2005		M	25,000 A \$ 32.08	108,130 ⁽¹⁾	D	
Common Stock	02/14/2005		M	11,000 A \$ 28.53	119,130 ⁽¹⁾	D	
Common Stock	02/14/2005		S	800 D \$ 43.06	118,330 ⁽¹⁾	D	

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Common Stock	02/14/2005	S	6,200	D	\$ 42	112,130 <u>(1)</u>	D
Common Stock	02/14/2005	S	700	D	\$ 41.99	111,430 <u>(1)</u>	D
Common Stock	02/14/2005	S	100	D	\$ 41.98	111,330 <u>(1)</u>	D
Common Stock	02/14/2005	S	2,200	D	\$ 41.4	109,130 <u>(1)</u>	D
Common Stock	02/14/2005	S	2,100	D	\$ 42.27	107,030 <u>(1)</u>	D
Common Stock	02/14/2005	S	400	D	\$ 42.26	106,630 <u>(1)</u>	D
Common Stock	02/14/2005	S	23,000	D	\$ 42.2	83,630 <u>(1)</u>	D
Common Stock	02/14/2005	S	3,500	D	\$ 42.19	80,130 <u>(1)</u>	D
Common Stock	02/14/2005	S	1,700	D	\$ 42.18	78,430 <u>(1)</u>	D
Common Stock	02/14/2005	S	500	D	\$ 42.17	77,930 <u>(1)</u>	D
Common Stock	02/14/2005	S	400	D	\$ 42.16	77,530 <u>(1)</u>	D
Common Stock	02/14/2005	S	1,200	D	\$ 42.14	76,330 <u>(1)</u>	D
Common Stock	02/14/2005	S	2,700	D	\$ 42.1	73,630 <u>(1)</u>	D
Common Stock	02/14/2005	S	100	D	\$ 42.09	73,530 <u>(1)</u>	D
Common Stock	02/14/2005	S	1,700	D	\$ 42.05	71,830 <u>(1)</u>	D
Common Stock	02/14/2005	S	100	D	\$ 42.04	71,730 <u>(1)</u>	D
Common Stock	02/14/2005	S	9,300	D	\$ 42	62,430 <u>(1)</u>	D
Common Stock	02/14/2005	S	800	D	\$ 41.99	61,630 <u>(1)</u>	D
Common Stock	02/14/2005	S	200	D	\$ 41.98	61,430 <u>(1)</u>	D
Common Stock	02/14/2005	S	10,500	D	\$ 41.9	50,930 <u>(1)</u>	D
	02/14/2005	S	1,000	D		49,930 <u>(1)</u>	D

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Common Stock						\$ 41.85		
Common Stock	02/14/2005		S	3,000	D	\$ 41.8	46,930 ⁽¹⁾	D
Common Stock	02/14/2005		S	1,500	D	\$ 41.7	45,430 ⁽¹⁾	D
Common Stock	02/14/2005		S	5,000	D	\$ 41.63	40,430	D
Common Stock	02/14/2005		S	2,000	D	\$ 41.6	38,430 ⁽¹⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.5	02/14/2005		M	10,000	11/24/2001 ⁽²⁾ 11/23/2010	Common Stock 10,000
Stock Option (Right to Buy)	\$ 33.96	02/14/2005		M	37,500	11/16/2002 ⁽³⁾ 11/15/2011	Common Stock 37,500
Stock Option (Right to Buy)	\$ 32.08	02/14/2005		M	25,000	11/06/2003 ⁽⁴⁾ 11/05/2012	Common Stock 25,000
Stock Option (Right to Buy)	\$ 28.53	02/14/2005		M	11,000	01/22/2005 ⁽⁶⁾ 01/21/2014	Common Stock 11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASNER PAUL G JR 629 QUAIL KEEP DRIVE SAFETY HARBOR, FL 34695			Exec. V.P., COO	

Signatures

Paul G. Casner,
Jr. 02/15/2005

 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) Includes 9,000 shares of restricted stock granted January 22, 2004 that vest three years from date of grant.
- (2) Option to buy 40,000 shares granted on November 24, 2000, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 10,000 shares.
- (3) Option to buy 50,000 shares granted on November 16, 2001, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 12,500 shares.
- (4) Option to buy 50,000 shares granted on November 6, 2002, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 12,500 shares.
- (5) Option to buy granted under a plan for which no consideration was paid by reporting person.
- (6) Option to buy 44,000 shares granted on January 22, 2004, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 11,000 shares.

Remarks:

This is the first of two Forms 4 filed by the reporting person on February 16, 2005.

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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