

ARMOR HOLDINGS INC
Form 4
July 26, 2006

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 *
SCHILLER ROBERT

(Last) (First) (Middle)

C/O 13386 INTERNATIONAL PARKWAY

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2006

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)
President and 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock, par value \$0.01 per share	07/25/2006		M	V	6,644	A	\$ 15.05	198,190 ⁽¹⁾	D

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

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SEC 1474 (9-02)

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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)	\$ 15.05	07/25/2006		M V	6,644	(2) 09/06/2011	Common Stock	6,644

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHILLER ROBERT C/O 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	X		President and COO	

Signatures

/s/ Robert Schiller 07/26/2006

**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).

The amount of securities reported as beneficially owned following the reported transaction includes: (i) 7,447 shares of restricted stock (1) 3,723 shares of which will vest on January 1, 2007, and 3,724 shares of which will vest on January 1, 2008; and (ii) 6,921 shares of restricted stock all of which will vest on February 9, 2007.

(2) Presently exercisable.

In addition to the stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 67,333 shares at an exercise price of \$17.12 which are presently exercisable; (ii) 66,667 shares at an exercise price of \$17.12 per share which are (3) presently exercisable; sales of common stock issued upon an exercise of any such options will be restricted from sale until October 8, 2006; in addition, upon the Reporting Person's voluntary termination of employment with the Company, if the foregoing lock-up period has not yet expired, it shall be extended for an additional five year period;

(4) (iii) 33,333 shares at an exercise price of \$45.93 per share which are presently exercisable; (iv) 66,667 shares at an exercise price of \$45.93 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options are subject to the following lock-up restrictions: 33,333 shares will be restricted from sale until January 3, 2007; and 33,334 shares will be restricted from

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sale until January 3, 2008; in addition, upon the Reporting Person's voluntary termination of employment with the Company, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period; and

- (5) (v) 219,200 shares at an exercise price of \$37.90 per share which are presently exercisable; sales of common stock issued upon an exercise of any such options will be subject to the following lock up restrictions: 33,333 shares will be restricted from sale until January 1, 2007; 66,666 shares will be restricted from sale until January 1, 2008; 85,867 shares will be restricted from sale until January 1, 2009; and 33,334 shares will be restricted from sale until January 1, 2010; in addition, upon the Reporting Person's voluntary termination of employment with the Company, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

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.