

MECREDY ROBERT F  
Form 4  
November 18, 2004

**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 \*  
MECREDY ROBERT F

(Last) (First) (Middle)

C/O ARMOR HOLDINGS,  
INC., 1400 MARSH LANDING  
PARKWAY, SUITE 112

(Street)

JACKSONVILLE, FL 32250

(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)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
President-Aerospace & Def Grp

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code V  | Amount  |  |   |
| Common Stock                    | 11/16/2004                           |  | M                              | 11,893  | A \$ 17.12  | 0  | D   |
| Common Stock                    | 11/16/2004                           |  | S                              | 11,893  | D \$ 42.2   | 0  | D   |
| Common Stock                    | 11/17/2004                           |  | M                              | 19,680  | A \$ 17.12  | 0  | D   |
| Common Stock                    | 11/17/2004                           |  | S                              | 19,680  | D \$ 41.78  | 0  | D   |
| Common Stock                    | 11/18/2004                           |  | M                              | 1,761   | A \$ 17.12  | 0  | D   |

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|              |            |   |        |   |          |                      |   |
|--------------|------------|---|--------|---|----------|----------------------|---|
| Common Stock | 11/18/2004 | S | 1,761  | D | \$ 41.96 | 0                    | D |
| Common Stock | 11/18/2004 | M | 16,666 | A | \$ 23.09 | 0                    | D |
| Common Stock | 11/18/2004 | S | 16,666 | D | \$ 41.96 | 7,312 <sup>(1)</sup> | 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 Option (right to buy)                | \$ 17.12   | 11/16/2004                           |  | M                              | 11,893  | <u>(2)</u> 10/08/2013                                    | Common Stock  | 11,893                        |
| Stock Option (right to buy)                | \$ 17.12   | 11/17/2004                           |  | M                              | 19,680  | <u>(2)</u> 10/08/2013                                    | Common Stock  | 19,680                        |
| Stock Option (right to buy)                | \$ 17.12   | 11/18/2004                           |  | M                              | 1,761   | <u>(2)</u> 10/08/2013                                    | Common Stock  | 1,761                         |
| Stock Option (right to buy)                | \$ 23.09   | 11/18/2004                           |  | M                              | 16,666  | <u>(2)</u> 01/31/2012                                    | Common Stock  | 16,666                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

MECREDY ROBERT F  
C/O ARMOR HOLDINGS, INC.  
1400 MARSH LANDING PARKWAY, SUITE 112  
JACKSONVILLE, FL 32250

President-Aerospace & Def Grp

## Signatures

/s/ Robert F.  
Mecredy

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).

- The amount of securities reported as beneficially owned following the reported transaction includes (i) 4,200 shares of common stock awarded to the reporting person by the issuer as a restricted stock award of which 1,800 shares vest on March 21, 2005 and 2,400 shares vest on March 21, 2006; and (ii) 1,900 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on December 31, 2006.
- (1)
  - (2) Presently exercisable.
  - (3) Become exercisable on January 31, 2005.

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.