

SOKOLOW NICOLAS
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 *
SOKOLOW NICOLAS

(Last) (First) (Middle)
55 AVE KLEBER, PARIS
(Street)

ID, ID 00000

(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
 Officer (give title below) Other (specify below)

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 | | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 11/16/2004 | | M | | 6,758 | A | \$ 3.75 0 | D | |
| Common Stock | 11/16/2004 | | S | | 6,758 | D | \$ 42.2 0 | D | |
| Common Stock | 11/17/2004 | | M | | 11,182 | A | \$ 3.75 0 | D | |
| Common Stock | 11/17/2004 | | S | | 11,182 | D | \$ 41.78 0 | D | |
| Common Stock | 11/18/2004 | | M | | 7,060 | A | \$ 3.75 0 | D | |
| Common Stock | 11/18/2004 | | S | | 7,060 | D | 0 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------|--|---|
| Common Stock | | | | | | \$ 41.96 | | | |
| Common Stock | 11/18/2004 | | M | 3,409 | A | \$ 3.75 | 0 | | D |
| Common Stock | 11/18/2004 | | S | 3,409 | D | \$ 41.96 | 11,200 | | I |
| Common Stock | | | | | | | 60,000 | | I |
| Common Stock | | | | | | | 10,000 | | I |

For benefit of children ⁽¹⁾
 By ST Investors Fund LLC ⁽¹⁾
 By Profit Sharing Plan ⁽¹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 3.75 | 11/16/2004 | | M | 6,758 | ⁽²⁾ 01/15/2006 | Common Stock | 6,758 |
| Stock Option (right to buy) | \$ 3.75 | 11/17/2004 | | M | 11,182 | ⁽²⁾ 01/15/2006 | Common Stock | 11,182 |
| Stock Option (right to buy) | \$ 3.75 | 11/18/2004 | | M | 7,060 | ⁽²⁾ 01/15/2006 | Common Stock | 7,060 |

| | | | | | | | | | |
|--------------------------------------|---------|------------|--|---|-------|------------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 3.75 | 11/18/2004 | | M | 3,409 | <u>(2)</u> | 01/15/2006 | Common Stock | 3,409 |
|--------------------------------------|---------|------------|--|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOKOLOW NICOLAS 55 AVE KLEBER PARIS ID, ID 00000 | | X | | |

Signatures

| | |
|-------------------------|------------|
| /s/ Nicholas Sokolow | 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) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (2) Presently exercisable.
- (3) In addition to the 46,591 shares reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 10,000 shares at an exercise price of \$9.6875 per share, (ii) 10,000 shares at an exercise price of \$13.19 per share, (iii) 12,500 shares at an exercise price of \$14.44 per share, (iv) 12,500 shares at an exercise price of \$24.07 per share, (v) 15,000 shares at an exercise price of \$14.32 per share, and (vi) 12,500 shares at an exercise price of \$35.40 per share.

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.