

EHRLICH BURTT R
Form 4
March 30, 2005

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 *
EHRLICH BURTT R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
636 RIVERSVILLE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENWICH, CT 06831

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/28/2005 | | M | 4,091 A | \$ 14.44 75,380 | D | |
| Common Stock | 03/28/2005 | | M | 13,500 A | \$ 14.32 88,880 | D | |
| Common Stock | | | | | 6,500 | I | By trust f/b/o son ⁽¹⁾ |
| Common Stock | | | | | 5,000 | I | By Son ⁽¹⁾ |
| Common Stock | | | | | 400 | I | By spouse's |

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 Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the

(1) Reporting Person is the beneficial owner of these securities for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

(2) Presently exercisable.

(3) The Reporting Person is also the beneficial owner of stock options to purchase (i) 12,500 shares at an exercise price of \$24.07 per share and (ii) 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.