

ARMOR HOLDINGS INC
Form 3
May 27, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â O'BRIEN SCOTT TIMOTHY		(Month/Day/Year)	ARMOR HOLDINGS INC [AH]	
(Last)	(First)	(Middle)	05/20/2005	
C/O 13386 INTERNATIONAL PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
JACKSONVILLE, Â FL Â 32218			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			President - Products Division	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	737 ⁽¹⁾	D	Â
Common Stock, par value \$0.01 per share	25,000 ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (3)	02/10/2015	Common Stock	15,000	\$ 44.76	D (4)	Â
Stock Option (right to buy)	Â (3)	03/25/2015	Common Stock	75,000	\$ 37.9	D (5)	Â
Stock Option (right to buy)	Â (3)	03/25/2015	Common Stock	10,000	\$ 37.9	D (6)	Â
Stock Option (right to buy)	Â (3)	07/14/2014	Common Stock	50,000	\$ 36.05	D (7)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
OBRIEN SCOTT TIMOTHY C/O 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	Â	Â	Â	President - Products Division	Â

Signatures

/s/ Scott O'Brien 05/27/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents a stock bonus award of which 245 shares will vest on January 1, 2006 and 246 shares which will vest on each of January 1, 2007 and January 1, 2008.
- (2) Represents a stock bonus award which will vest upon a change of control of the issuer.
- (3) Presently Exercisable.
- (4) Sales of Common Stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: (i) 100% of the underlying shares will be restricted from sale for 24 months following February 10, 2005; (ii) 75% of the underlying shares will be restricted from sale for 36 months following February 10, 2005; (iii) 50% of the underlying shares will be restricted from sale for 48 months following February 10, 2005; and (iv) 25% of the underlying shares will be restricted from sale for 60 months following February 10, 2005; in addition, upon the Reporting Person's voluntary termination of employment with the issuer or termination of employment by the issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.
- (5) Sales of Common Stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 6,250 shares will be restricted from sale until January 1, 2008; 12,500 shares will be restricted from sale until January 1, 2009; 18,750 shares will be restricted from sale until January 1, 2010; 18,750 shares will be restricted from sale until January 1, 2011; 12,500 shares will be restricted from sale until January 1, 2012; and 6,250 shares will be restricted from sale until January 1, 2013; in addition, upon the Reporting Person's voluntary termination of employment with the issuer or termination of employment by the issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.
- (6) Sales of Common Stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: (i) 100% of the underlying shares will be restricted from sale for 24 months following March 25, 2005; (ii) 75% of the underlying shares will be restricted

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from sale for 36 months following March 25, 2005; (iii) 50% of the underlying shares will be restricted from sale for 48 months following March 25, 2005; and (iv) 25% of the underlying shares will be restricted from sale for 60 months following March 25, 2005; in addition, upon the Reporting Person's voluntary termination of employment with the issuer or termination of employment by the issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period.

- Sales of Common Stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: 10,000 shares will be restricted from sale until July 15, 2005; 10,000 shares will be restricted from sale until July 15, 2006; 10,000 shares will be restricted from sale until July 15, 2007; 10,000 shares will be restricted from sale until July 15, 2008; and 10,000 shares will be restricted from sale until July 15, 2009; in addition, upon the Reporting Person's voluntary termination of employment with the issuer or termination of employment by the issuer for cause, any of the foregoing lock-up periods which have not yet expired shall be extended for an additional five year period. Upon a change of control of the issuer, any of the foregoing lock-up periods which have not yet expired shall terminate upon the consummation of such change in control.

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.