

ARMOR HOLDINGS INC
Form 4
July 31, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KANDERS WARREN B

(Last) (First) (Middle)

C/O KANDERS & COMPANY,
INC., ONE LANDMARK SQUARE,
22ND FL

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2007

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)
Chairman of the Board and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 07/31/2007 | | D | | 152,856 <u>(1)</u> <u>(2)</u> | D | \$ 88 0 |
| Common Stock, par value \$0.01 per share | 07/31/2007 | | D | | 2,098,195 <u>(1)</u> | D | \$ 88 0 |
| | | | | | | | By Kanders Florida Holdings, Inc. ⁽³⁾ |

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

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SEC 1474
(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) | Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| Stock Option (right to buy) | \$ 37.9 | 07/31/2007 | | D | 328,000 | 03/25/2005 03/25/2015 | Common Stock | 328,000 |
| Stock Option (right to buy) | \$ 45.93 | 07/31/2007 | | D | 150,000 | 03/25/2005 ⁽⁴⁾ 01/03/2015 | Common Stock | 150,000 |
| Stock Option (right to buy) | \$ 28.9 | 07/31/2007 | | D | 250,000 | 03/25/2005 ⁽⁵⁾ 02/09/2014 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 14.32 | 07/31/2007 | | D | 286,034 | 03/25/2005 ⁽⁶⁾ 07/26/2013 | Common Stock | 286,034 |
| Stock Option (right to buy) | \$ 24.07 | 07/31/2007 | | D | 250,000 | 03/25/2005 ⁽⁷⁾ 06/24/2012 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 24.07 | 07/31/2007 | | D | 12,300 | 12/31/2004 06/24/2012 | Common Stock | 12,300 |
| Stock Option (right to buy) | \$ 14.44 | 07/31/2007 | | D | 8,125 | 12/31/2002 06/19/2011 | Common Stock | 8,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KANDERS WARREN B C/O KANDERS & COMPANY, INC. ONE LANDMARK SQUARE, 22ND FL STAMFORD, CT 06901 | X | | Chairman of the Board and CEO | |

Signatures

/s/ Warren B.
Kanders

07/31/2007

**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) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of May 7, 2007 by and among BAE Systems, Inc., Jaguar Acquisition Sub Inc. and Armor Holdings, Inc. in exchange for \$88.00 for each share of common stock of the issuer held by the reporting person.

The amount of securities reported as beneficially owned prior to the transaction excludes 300,000 performance shares if Armor Holdings, Inc. achieves a rolling four quarter EBITDA of \$304.8 million as well as a \$70 stock price for five consecutive trading days. The
 - (2) EBITDA and stock price targets described in the preceding sentence have been achieved but such performance shares have never formally been issued and the performance shares will be cancelled pursuant to the Merger Agreement in exchange for \$88.00 for each performance share.
 - (3) The reporting person is the sole stockholder and sole director of Kanders Florida Holdings, Inc.
 - (4) Vesting dates accelerated on March 25, 2005.
 - (5) Options were to vest in three equal installments annually beginning December 31, 2005. All vesting dates accelerated on March 25, 2005. Currently all options are exercisable.
 - (6) Options were to vest in three equal installments annually beginning July 26, 2004. All vesting dates accelerated on March 25, 2005. Currently all options are exercisable.
 - (7) Original vesting date of December 31, 2006 was accelerated on March 25, 2005. Presently exercisable.

Cancelled pursuant to the Merger Agreement in exchange for a lump sum cash payment (less any applicable withholding) equal to the
 - (8) product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$88.00 over the exercise price per share of common stock under such option.

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.