

STRAUSS THOMAS W
Form 4
August 19, 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 *
STRAUSS THOMAS W

(Last) (First) (Middle)

C/O 13386 INTERNATIONAL PARKWAY

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2005

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 (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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.01 per share | 08/17/2005 | | M | 4,423 A \$ 7.5 | 0 | D | |
| Common Stock, par value \$0.01 per share | 08/17/2005 | | S | 4,423 D \$ 42.9374 | 0 | D | |
| Common Stock, par | 08/18/2005 | | M | 15,413 A \$ 7.5 | 0 | D | |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/18/2005 S 15,413 D \$ 42.34 0 D

Common
Stock, par
value
\$0.01 per
share

08/19/2005 M 5,164 A \$ 7.5 0 D

Common
Stock, par
value
\$0.01 per
share

08/19/2005 S 5,164 D \$ 42.1372 12,500 D

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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(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) | \$ 7.5 | 08/17/2005 | | M | 4,423 | <u>(1)</u> 05/11/2006 | Common Stock | 4,423 |
| Stock Option (right to buy) | \$ 7.5 | 08/18/2005 | | M | 15,413 | <u>(1)</u> 05/11/2006 | Common Stock | 15,413 |
| | \$ 7.5 | 08/19/2005 | | M | 5,164 | <u>(1)</u> 05/11/2006 | | 5,164 |

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STRAUSS THOMAS W CVO 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218 | | | | X |

Signatures

/s/ Thomas W.
Strauss

08/19/2005

__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) Presently exercisable.

(2) In addition to the stock options reported herein, the Reporting Person is the beneficial owner of presently exercisable 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 \$13.1875 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) 12,000 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.