

Edgar Filing: ARMOR HOLDINGS INC - Form 5

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Chairman of the Board of Directors

7. Individual or Joint/Group Filing (Check Applicable Law)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8) ----- Code	4. Securities Acquired (A) or Disposed of (D) ----- Amount (A) or Price (D)	5. Amount of Securities Beneficial Owned at End of Iss Fiscal Year (Instr. 3 and 4)
Common Stock, par value \$0.01 per share				2,112,355

FORM 5 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
Stock Options (Right to Buy) (1)	\$11.40625				(2) 1/1/09	Common Stock 200,000	
Stock Options (Right to Buy) (3)	\$14.44	6/19/01	A	12,500	(2) 6/19/11	Common Stock 12,500	

- (1) Granted pursuant to the Armor Holdings, Inc. 1998 Stock Option Plan.
- (2) Presently exercisable.
- (3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

/s/ Warren B. Kanders

 ** Signature of Reporting Person
 Warren B. Kanders,
 individually and on behalf
 of Kanders Florida
 Holdings, Inc.

February 11, 2002

 Date

* 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).

Note: File three copies of this Form, one of which must be manually signed.
 If space provided is insufficient, See Instruction 6 for procedure.