

Edgar Filing: ARMOR HOLDINGS INC - Form 5

ARMOR HOLDINGS INC
Form 5
February 13, 2002

FORM 5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction (b).

OMB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) 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 Ramius Capital Group
757 Third Avenue

(Street)

New York	NY	10017
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December 31, 2001

5. If Amendment, Date of Original (Month/Year)

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

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

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)			5. Amount of Securities Beneficial Owned at End of Iss Fiscal Year (Instr. 3 and 4)
			Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share						12,500

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)	Conver- sion or Exercise Price of Deriv- ative Security	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Date Exer- cisable and Expiration Date (Month/ Day/Year) ----- Date Exer- cis- able	Expiration Date	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Num- ber of Shares	Price of Deriv- ative Secur- ity (Instr. 5)
Stock Options (Right to Buy) (1)	\$7.50				(2)	5/06	Common Stock	75,000
Stock Options (Right to Buy) (3)	\$9.6875				(2)	6/09	Common Stock	10,000
Stock Options (Right to Buy) (3)	\$13.19				(2)	6/15/10	Common Stock	10,000
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. 1996 Non-Employee Directors Stock Option Plan.

(2) Presently exercisable.

(3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

/s/ Thomas W. Strauss

February 12, 2002

** Signature of Reporting Person

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.