

EHRLICH BURTT R
Form 4
November 18, 2004

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 *
EHRLICH BURTT R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 BRYNWOOD LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

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

GREENWICH, CT 06831

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2004		M		6,758	A	\$ 9.69 0
Common Stock	11/16/2004		S		6,758	D	\$ 42.2 0
Common Stock	11/17/2004		M		3,242	A	\$ 9.69 0
Common Stock	11/17/2004		S		3,242	D	\$ 41.78 0
Common Stock	11/17/2004		M		7,940	A	\$ 13.19 0
	11/17/2004		S		7,940	D	0

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Common Stock						\$ 41.78				
Common Stock	11/18/2004		M	2,060	A	\$ 13.19	0		D	
Common Stock	11/18/2004		S	2,060	D	\$ 41.96	0		D	
Common Stock	11/18/2004		M	8,409	A	\$ 14.44	0		D	
Common Stock	11/18/2004		S	8,409	D	\$ 41.96	83,000		D	
Common Stock							6,500		I	By trust f/b/o son <u>(1)</u>
Common Stock							5,000		I	By Son <u>(1)</u>
Common Stock							400		I	By spouse's IRA <u>(1)</u>

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)	\$ 9.69	11/16/2004		M	6,758	<u>(2)</u> 06/21/2009	Common Stock	6,758
Stock Option	\$ 9.69	11/17/2004		M	3,242	<u>(2)</u> 06/21/2009	Common Stock	3,242

(right to
buy)

Stock Option (right to buy)	\$ 13.19	11/17/2004	M	7,940	<u>(2)</u>	06/15/2010	Common Stock	7,940
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Stock Option (right to buy)	\$ 13.19	11/18/2004	M	2,060	<u>(2)</u>	06/15/2010	Common Stock	2,060
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Stock Option (right to buy)	\$ 14.44	11/18/2004	M	8,409	<u>(2)</u>	06/19/2011	Common Stock	8,409
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EHRLICH BURTT R 20 BRYNWOOD LANE GREENWICH, CT 06831	X			

Signatures

/s/ Burtt R.
Ehrlich

11/18/2004

**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).

The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the

- (1) reporting person is the beneficial owner of these securities for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (2) Presently exercisable.

In addition to the 4,091 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase (i) 12,500

- (3) shares at an exercise price of \$24.07 per share, (ii) 13,500 shares at an exercise price of \$14.32 per share, and (iii) 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.

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