

ARMOR HOLDINGS INC  
Form 4  
July 31, 2007

**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 \*  
ZOULLAS DEBORAH A

(Last) (First) (Middle)

C/O ARMOR HOLDINGS, INC., 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)  
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)

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)         | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) |                 | (Instr. 3 and 4) |                            |
|-----------------------------|--|----------------------|-----------------|---|------------------|-----------------|------------------|----------------------------|
|                             |  |                      |                 |   | Date Exercisable | Expiration Date | Title            | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 13.98                                 | 07/31/2007           | D               | 15,794  | (1)              | 07/15/2012      | Common Stock     | 15,794                     |
| Stock Option (right to buy) | \$ 14.32                                 | 07/31/2007           | D               | 12,000  | (2)              | 07/26/2013      | Common Stock     | 12,000                     |
| Stock Option (right to buy) | \$ 35.4                                  | 07/31/2007           | D               | 12,500  | (3)              | 07/25/2014      | Common Stock     | 12,500                     |
| Stock Option (right to buy) | \$ 39.2                                  | 07/31/2007           | D               | 37,500  | 06/22/2005       | 06/22/2012      | Common Stock     | 37,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ZOULLAS DEBORAH A<br>C/O ARMOR HOLDINGS, INC.<br>13386 INTERNATIONAL PARKWAY<br>JACKSONVILLE, FL 32218 | X             |           |         |       |

## Signatures

/s/ Deborah A. Zoullas  
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) Vested in three equal installments annually beginning July 15, 2003. Currently all options are exercisable.
- (2) Vested in four equal installments quarterly beginning September 30, 2003. Currently all options are exercisable.

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(3) Vested in four equal installments quarterly beginning September 30, 2004. Currently all options are exercisable.

Cancelled pursuant to the Merger Agreement in exchange for a lump sum cash payment (less any applicable withholding) equal to the

(4) 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.

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