Form 5						
February 11	1, 2009					
FORM	1 5				OMB AI	PPROVAL
Check th no longe to Sectio Form 4 c 5 obligat may com <i>See</i> Instr 1(b).	UNITI is box if r subject n 16. or Form A ions tinue. uction Filed Holdings Section tions	NNUAL ST pursuant to 17(a) of the	S SECURITIES AND EXCHANGE Washington, D.C. 20549 CATEMENT OF CHANGES IN BEI OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchan Public Utility Holding Company Act of of the Investment Company Act of 19	NEFICIAL ge Act of 1934, of 1935 or Section	OMB Number: Expires: Estimated a burden hou response	rs per
1. Name and Marrus Mi	Address of Repor chael E.	ting Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol AROTECH CORP [ARTX]	5. Relationship of I Issuer	Reporting Pers	
(Last) 755 PARK	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)12/31/2008	X Director		Owner
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi (check	int/Group Rep	-
NEW YOF	RK, NY 100	021		_X_ Form Filed by C Form Filed by M Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of,	, or Beneficial	ly Owned
1.Title of Security		Date 2A. Dee (ear) Execution	emed 3. 4. Securities		6. Ownership Form: Direct	

1.1 itle of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned at end	Indirect (I)	Ownership	
					(\mathbf{A})		of Issuer's	(Instr. 4)	(Instr. 4)
					(A)		Fiscal Year		
				. .	or	р ·	(Instr. 3 and 4)		
				Amount	(D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	13,720 <u>(1)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Marrus Michael E.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code r) (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	D Se O Eı Is Fi (I
				(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships						
		10% Owner	Officer	Other				
Marrus Michael E. 755 PARK AVENUE NEW YORK, NY 1002		Â	Â	Â				
Signatures								
Michael E. Marrus	02/11/2009							
**Signature of	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) Includes 8,785 unvested restricted shares.

Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.