

HEIAR GLENN J
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 *
HEIAR GLENN J

(Last) (First) (Middle)

C/O ARMOR HOLDINGS,
INC., 1400 MARSH LANDING
PARKWAY, SUITE 112

(Street)

JACKSONVILLE, FL 32250

(City) (State) (Zip)

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

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

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)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2004		M		7,568	A	\$ 21.75
Common Stock	11/16/2004		S		7,568	D	\$ 42.20
Common Stock	11/17/2004		M		12,524	A	\$ 21.75
Common Stock	11/17/2004		S		12,524	D	\$ 41.78
Common Stock	11/18/2004		M		311	A	\$ 21.75

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Common Stock	11/18/2004	S	311	D	\$ 41.96	0	D
Common Stock	11/18/2004	M	11,415	A	\$ 21.75	0	D
Common Stock	11/18/2004	S	11,415	D	\$ 41.96	16,520 ⁽¹⁾	D

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

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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)	\$ 21.75	11/16/2004		M	7,568	<u>(2)</u> 02/06/2012	Common Stock	7,568
Stock Option (right to buy)	\$ 21.75	11/17/2004		M	12,524	<u>(2)</u> 02/06/2012	Common Stock	12,524
Stock Option (right to buy)	\$ 21.75	11/18/2004		M	311	<u>(2)</u> 02/06/2012	Common Stock	311
Stock Option (right to buy)	\$ 21.75	11/18/2004		M	11,415	<u>(2)</u> 02/06/2012	Common Stock	11,415

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HEIAR GLENN J
C/O ARMOR HOLDINGS, INC.
1400 MARSH LANDING PARKWAY, SUITE 112
JACKSONVILLE, FL 32250

Chief Financial Officer

Signatures

/s/ Glenn J.
Heiar 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).
- (1) Includes (i) a restricted stock grant of 3,500 shares of which 1,500 vest on December 31, 2004 and 2,000 shares vest on December 31, 2005; and (ii) a restricted stock award of 1,520 shares which vest on December 31, 2006.
- (2) Presently exercisable.
- (3) In addition to the 58,182 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase 100,000 shares at an exercise price of \$28.46.

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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