

Edgar Filing: ARMOR HOLDINGS INC - Form 4

ARMOR HOLDINGS INC
Form 4
December 31, 2002

|FORM 4|

[] Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

1. Name and Address of Reporting Person*

Kanders Warren B.
and
Kanders Florida Holdings, Inc.

(Last) (First) (Middle)

c/o Kanders & Company, Inc.
Two Soundview Drive

(Street)

Greenwich CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

December 27, 2002

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

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

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

Chairman of the Board of Directors

7. 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. Trans- action 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 and 4) | | |
|---|---|--|---|---|---|------------------|-------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/27/02 | | G(1) | V | 1,500 | D | |
| Common Stock, par value \$0.01 per share | 12/27/02 | | G(1) | V | 1,500 | D | 2 |
| Common Stock, par value \$0.01 per share | 12/27/02 | | G(1) | V | 1,500 | A | |
| Common Stock, par value \$0.01 per share | 12/27/02 | | G(1) | V | 1,500 | A | |

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execut- ion Date, if Any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|--|--|--|---|--|
| Stock Options (Right to Buy) (3) | \$11.40625 | | | | | (4) 1/1/09 | Common Stock 200,000 |
| Stock Options (Right to Buy) (5) | \$14.44 | | | | | (4) 6/19/11 | Common Stock 12,500 |
| Stock Options (Right to Buy) (6) | \$23.93 | | | | | 12/31/02 3/12/12 | Common Stock 75,000 |
| Stock Options (Right to Buy) (6) | \$23.93 | | | | | 12/31/04 3/12/12 | Common Stock 35,000 |
| Stock Options (Right to Buy) (7) | \$24.07 | | | | | (8) 6/24/12 | Common Stock 225,000 |
| Stock Options (Right to Buy) (7) | \$24.07 | | | | | 12/31/06 6/24/12 | Common Stock 250,000 |

- (1) Represents part of a gift of 3,000 shares of common stock to the reporting person's children.
- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (3) Granted pursuant to the Armor Holdings, Inc. 1998 Stock Option Plan.
- (4) Presently exercisable.
- (5) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.
- (6) Granted pursuant to the Armor Holdings, Inc. 2002 Executive Stock Plan.
- (7) Granted pursuant to the Armor Holdings, Inc. 2002 Stock Incentive Plan.
- (8) Options to purchase 25,000 shares vest on December 31, 2002 and options to purchase 100,000 shares vest on each of December 31, 2003 and December 31, 2004.

* 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.

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Warren B. Kanders

December 31, 2002

**Signature of Reporting Person

Date

Warren B. Kanders, individually and
on behalf of Kanders Florida Holdings, Inc.