

MECREDY ROBERT F
 Form 4
 February 14, 2005

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 *
MECREDY ROBERT F

(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)
02/10/2005

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)
 President-Aerospace & Def Grp

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)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	02/10/2005		A	3,351 (1)	A	\$ 0	35,075 (3) D
Common Stock, par value \$0.01 per share	02/10/2005		A	25,000 (2)	A	\$ 0	35,075 (3) D

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

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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 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)	\$ 44.76	02/10/2005		A	75,000	<u>(4)</u> 02/10/2015	Common Stock	75,000 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MECREDY ROBERT F
C/O ARMOR HOLDINGS, INC.
1400 MARSH LANDING PARKWAY SUITE 112
JACKSONVILLE, FL 32250

President-Aerospace & Def Grp

Signatures

/s/ Robert F. Mecredy 02/14/2005

**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) Represents a grant of restricted stock 1,117 shares of which will vest on each of January 1, 2006, January 1, 2007, and January 1, 2008.
- (2) Represents a grant of restricted stock which will vest upon a change of control of the Company.
- (3) The amount of securities reported as beneficially owned following the reported transaction includes (i) 2,400 shares of common stock awarded as a restricted stock award which vests on December 31, 2005; and (ii) 1,900 shares of common stock awarded as a restricted stock award which vests on December 31, 2006.
- (4) Presently exercisable.

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- Sales of common stock issued upon an exercise of any such options will be subject to the following lock-up restrictions: all of the shares
- (5) will be restricted from sale for two years, 75% of the shares will be restricted from sale for three years, 50% of the shares will be restricted from sale for four years, and 25% of the shares will be restricted from sale for five years.
 - (6) In addition to the 75,000 stock options reported herein, the Reporting Person is the beneficial owner of stock options to purchase 66,666 shares at an exercise price of \$17.12 and stock options to purchase 8,334 shares at an exercise price of \$23.09.

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