

Edgar Filing: ARMOR HOLDINGS INC - Form SC 13G/A

ARMOR HOLDINGS INC
Form SC 13G/A
February 12, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Armor Holdings
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

042260109
(CUSIP Number)

December 31, 2002
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule
pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions
of the Act (however, see the Notes).

CUSIP No. 042260109

1. NAME OF REPORTING PERSONS
I.R.S. Identification Nos. of above
persons (entities only).
David R. Wilmerding, III
2. CHECK THE APPROPRIATE LETTER IF A MEMBER OF A GROUP:
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Maryland
5. SOLE VOTING POWER:
Number of Shares Beneficially Owned by 0
6. SHARED VOTING POWER:

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Each Reporting Person With 877,850

7. SOLE DISPOSITIVE POWER:
0

8. SHARED DISPOSITIVE POWER:
877,850

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
877,850

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
3.0%

12. TYPE OF REPORTING PERSON:
IN

ITEM 1.

(a) Name of Issuer:
Armor Holdings

(b) Address of Issuer's Principal Executive Offices:
1400 Marsh Landing Parkway Suite 112
Jacksonville, FL 32250

ITEM 2.

(a) Name of Person Filing:
David R. Wilmerding, III

(b) Address of Principal Business Office or, if none, Residence:
1119 St. Paul St., Baltimore MD 21202

(c) Citizenship: USA

(d) Title of Class of Securities:
COMMON STOCK

(e) CUSIP Number:
042260109

ITEM 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) [] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

(f) [] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

(g) [] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

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ITEM 4. Ownership

(a) Amount Beneficially Owned:

877,850

(b) Percent of Class:

3.0%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct vote:

0

(ii) shared power to vote or to direct the vote:

877,850

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition:

877,850

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

(b) The following certification shall be included if the statement is filed pursuant to 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

02/12/2003

Date

/s/ David R. Wilmerding, III

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David R. Wilmerding, III

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