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CROSKREY STEPHEN

Form 4

February 14, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CROSKREY STEPHEN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ARMOR HOLDINGS INC [AH]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/10/2005

Director 10% Owner

C/O ARMOR HOLDINGS. INC., 1400 MARSH LANDING

(Street)

_X__ Officer (give title) _ Other (specify below)

PARKWAY SUITE 112

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

President and CEO--Prod. Div.

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

JACKSONVILLE, FL 32250

(City)	(State) (A	Table Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly 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. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
Common Stock, par value \$0.01 per share	02/10/2005			1,954 (1)	A		169,228 (3)	D	
Common Stock, par value \$0.01 per share	02/10/2005		A	15,000 (2)	A	\$ 0	169,228 (3)	D	

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

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SEC 1474 (9-02)

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	` '		Underlying Securities		Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. 5)]
		Derivative				Securities	Securities			3 and 4)		(
Security		Security				Acquired						J
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date		Title Number of			
							Exercisable					
					Code V	(A) (D)				Shares		
					Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CROSKREY STEPHEN C/O ARMOR HOLDINGS, INC. 1400 MARSH LANDING PARKWAY SUITE 112 JACKSONVILLE, FL 32250

President and CEO--Prod. Div.

Signatures

/s/ Stephen Croskrey 02/14/2005

**Signature of Date
Reporting Person

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, 652 shares of which will vest on January 1, 2006 and 651 shares of which will vest on each of 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 2,851 shares of common stock awarded as a restricted stock award which vests on December 31, 2006.

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.

Reporting Owners 2

9. Nu Beriv Secur Bene Own Follo

Owner Follo Repo Trans (Instr