

SOKOLOW NICOLAS

Form 4

March 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOKOLOW NICOLAS

(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)
02/28/2005

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)

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 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, par value \$0.01 per share	02/28/2005		M		6,500	A	\$ 3.75 0
Common Stock, par value \$0.01 per share	02/28/2005		S		6,500	D	\$ 40.1 0
Common Stock, par value \$0.01	02/28/2005		M		200	A	\$ 3.75 0

per share

Common Stock, par value \$0.01	02/28/2005	S	200	D	\$ 40.11	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	M	500	A	\$ 3.75	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	S	500	D	\$ 40.12	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	M	100	A	\$ 3.75	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	S	100	D	\$ 40.13	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	M	500	A	\$ 3.75	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	S	500	D	\$ 40.14	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	M	100	A	\$ 3.75	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	S	100	D	\$ 40.15	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	M	200	A	\$ 3.75	0	D
per share							

Common Stock, par value \$0.01	02/28/2005	S	200	D	\$ 40.16	0	D
per share							

Common Stock, par value \$0.01 per share	02/28/2005	M	100	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	100	D	\$ 40.18	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	M	200	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	200	D	\$ 40.19	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	M	3,600	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	3,600	D	\$ 40.2	15,591	D	
Common Stock, par value \$0.01 per share						11,200	I	For benefit of children (1)
Common Stock, par value \$0.01 per share						60,000	I	By ST Investors Fund LLC (1)
Common Stock, par value \$0.01 per share						10,000	I	By Profit Sharing Plan (1)

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

**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. 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)	\$ 3.75	02/28/2005		M	12,000	(2) 01/15/2006	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Nicolas
Sokolow

03/01/2005

**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) 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.
- (2) Presently exercisable.
- (3) In addition to the 19,000 shares reported herein, the Reporting Person is the beneficial owner of stock options to purchase: (i) 10,000 shares at an exercise price of \$9.6875 per share, (ii) 10,000 shares at an exercise price of \$13.19 per share, (iii) 12,500 shares at an exercise price of \$14.44 per share, (iv) 12,500 shares at an exercise price of \$24.07 per share, (v) 15,000 shares at an exercise price of \$14.32 per share, and (vi) 12,500 shares at an exercise price of \$35.40 per share.

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.