ARMOR HOLDINGS INC
Form 4
May 23, 2005

FORM 4

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

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOKOLOW NICOLAS

(Last) (First) (Middle)

C/O 13386 INTERNATIONAL PARKWAY

(Street)

JACKSONVILLE, FL 32218

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ARMOR HOLDINGS INC [AH]

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	05/19/2005		M		1,500	A	$ 3.75	0	D	
Common Stock, par value $0.01 per share	05/19/2005		S		1,500	D	$ 35.7	0	D	
Common Stock, par value $0.01 per share	05/19/2005		M		1,600	A	$ 3.75	0	D	

Common Stock, par value $0.01 per share	05/19/2005		S	1,600	D	$ 35.75	0	D	
Common Stock, par value $0.01 per share	05/19/2005		M	2,500	A	$ 3.75	0	D	
Common Stock, par value $0.01 per share	05/19/2005		S	2,500	D	$ 35.82	0	D	
Common Stock, par value $0.01 per share	05/19/2005		M	3,400	A	$ 3.75	0	D	
Common Stock, par value $0.01 per share	05/19/2005		S	3,400	D	$ 35.9	25,591	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 required to respond unless the form displays a currently valid OMB control number.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins

						(D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 3.75	05/19/2005		M			9,000	(2)	01/15/2006	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOKOLOW NICOLAS C/O 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	X			

Signatures

/s/ Nicolas Sokolow	05/23/2005
**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, the Reporting Person is the beneficial owner of presently exercisable 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) 9,375 shares at an exercise price of $35.40 per share. In addition, the Reporting Person is the beneficial owner of stock options to purchase 3,125 shares at an exercise price of $35.40 which vest on June 30, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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