

ARMOR HOLDINGS INC  
Form 4  
July 31, 2007

**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 \*  
**SCHILLER ROBERT**

(Last) (First) (Middle)

**C/O ARMOR HOLDINGS, INC., 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)  
**07/31/2007**

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 and COO**

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) |         |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|
|  |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price   |
| Common Stock, par value \$0.01 per share | 07/31/2007                           |  | D                              |   |   |  | D                                 |         |
|  |                                      |  |                                |   |   | 194,572  |                                   |         |
|  |                                      |  |                                |   |   | (1) (2)  |                                   | \$ 88 0 |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Option (right to buy)                | \$ 37.9  | 07/31/2007                           |  | D                              | 219,200   | 03/25/2005 03/25/2015                                    | Common Stock 2,192  |
| Stock Option (right to buy)                | \$ 45.93   | 07/31/2007                           |  | D                              | 100,000   | 03/25/2005 <sup>(2)</sup> 01/03/2015                     | Common Stock 100,000  |
| Stock Option (right to buy)                | \$ 17.12   | 07/31/2007                           |  | D                              | 134,000   | 03/25/2005 <sup>(3)</sup> 10/08/2013                     | Common Stock 134,000  |
| Stock Option (right to buy)                | \$ 15.05   | 07/31/2007                           |  | D                              | 53,406  | 03/25/2005 <sup>(4)</sup> 09/11/2011                     | Common Stock 53,406   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SCHILLER ROBERT<br>C/O ARMOR HOLDINGS, INC.<br>13386 INTERNATIONAL PARKWAY<br>JACKSONVILLE, FL 32218 | X             |           | President and COO |       |

## Signatures

/s/ Robert R. Schiller 07/31/2007

\*\*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).  
Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of May 7, 2007 by and among BAE Systems, Inc., Jaguar Acquisition Sub Inc. and Armor Holdings, Inc. in exchange for \$88.00 for each share of common stock of the issuer held by the reporting person.  

The amount of securities reported as beneficially owned prior to the transaction excludes 150,000 performance shares if Armor Holdings, Inc. achieves a rolling four quarter EBITDA of \$304.8 million as well as a \$70 stock price for five consecutive trading days. The
- (1) EBITDA and stock price targets described in the preceding sentence have been achieved but such performance shares have never formally been issued and the performance shares will be cancelled pursuant to the Merger Agreement in exchange for \$88.00 for each performance share.
- (2) Vesting dates accelerated on March 25, 2005. Currently all options are exercisable.
- (3) Vested in 3 equal installments annually beginning on October 8, 2004, with the remaining unvested installments becoming exercisable on March 25, 2005. Currently all options are exercisable.
- (4) Vested in 5 equal installments annually beginning on December 31, 2001, with the remaining unvested installment becoming exercisable on March 25, 2005. Currently all options are exercisable.
- (5)

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.