

Edgar Filing: STEWART & STEVENSON SERVICES INC - Form 4

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 14.5625	05/25/2006		D	3,000	06/13/2001 ⁽³⁾ 06/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.9	05/25/2006		D	3,000	06/12/2002 ⁽³⁾ 06/12/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.05	05/25/2006		D	5,000	06/11/2003 ⁽³⁾ 06/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.35	05/25/2006		D	5,000	06/10/2004 ⁽³⁾ 06/10/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.73	05/25/2006		D	5,000	07/09/2005 ⁽³⁾ 07/09/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.4	05/25/2006		D	5,000	06/07/2006 ⁽³⁾ 06/07/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OFNER CHARLES R P.O. BOX 1637 HOUSTON, TX 77251-1637	X			

Signatures

/s/ Charles R. Ofner 05/31/2006

**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 Agreement and Plan of Merger (the "Merger Agreement") dated as of February 27, 2006, as amended, by and
 - (1) among Stewart & Stevenson Services, Inc., Armor Holdings, Inc. and Santana Acquisition Corp., in exchange for \$36.50 for each share of common stock of the issuer held by the reporting person.
 - Cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the product of the number of shares of common
 - (2) stock subject to the option multiplied by the excess, if any, of \$36.50 over the exercise price per share of common stock under such option.
 - (3) The stock option becomes exercisable following the first year anniversary of the date of grant

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.