

Edgar Filing: ARMOR HOLDINGS INC - Form 4

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Chairman of the Board of Directors

7. Individual or Joint/Group Filing (Check Applicable Law)

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

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3 and 4)
		Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	12/10/01	S		838,000	D	\$22.00	
Common Stock, par value \$0.01 per share	12/15/01	G	V	15,000	D		2,112,355

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the Form is filed by more than one reporting person, see Instruction 5(b)(v).

FORM 4 (continued)

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TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1.	2.	3.	4.	5.	6.	7.	8.	
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security (Instr. 3)	Transaction Date (Month/ Day/ Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Date Exer- cisable and Expiration Date (Month/ Day/Year) ----- Date Exer- cisable	Expiration Date	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Num- ber of Shares	Price of Deriv- ative Secur- ity (Instr. 5)
Stock Options								
Buy) (1)	\$11.40625				(2)	1/1/09	Common Stock 200,000	
Stock Options								
Buy) (3)	\$14.44				(2)	6/19/11	Common Stock 12,500	

- (1) Granted pursuant to the Armor Holdings, Inc. 1998 Stock Option Plan.
- (2) Presently exercisable.
- (3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

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

* If the Form is filed by more than one reporting person, See Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed.
If space provided 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.

/s/ Warren B. Kanders

January 7, 2002

** Signature of Reporting Person

Date

(Over)
SEC 1474 (7/96)