

MECREDY ROBERT F
 Form 4
 November 18, 2004

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 *
 MECREDY ROBERT F

(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)
 11/16/2004

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-Aerospace & Def Grp

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	11/16/2004		M	11,893	A \$ 17.12	0	D
Common Stock	11/16/2004		S	11,893	D \$ 42.2	0	D
Common Stock	11/17/2004		M	19,680	A \$ 17.12	0	D
Common Stock	11/17/2004		S	19,680	D \$ 41.78	0	D
Common Stock	11/18/2004		M	1,761	A \$ 17.12	0	D

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Common Stock	11/18/2004	S	1,761	D	\$ 41.96	0	D
Common Stock	11/18/2004	M	16,666	A	\$ 23.09	0	D
Common Stock	11/18/2004	S	16,666	D	\$ 41.96	7,312 ⁽¹⁾	D

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

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(9-02)

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.12	11/16/2004		M	11,893	<u>(2)</u> 10/08/2013	Common Stock	11,893
Stock Option (right to buy)	\$ 17.12	11/17/2004		M	19,680	<u>(2)</u> 10/08/2013	Common Stock	19,680
Stock Option (right to buy)	\$ 17.12	11/18/2004		M	1,761	<u>(2)</u> 10/08/2013	Common Stock	1,761
Stock Option (right to buy)	\$ 23.09	11/18/2004		M	16,666	<u>(2)</u> 01/31/2012	Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

MECREDY ROBERT F
C/O ARMOR HOLDINGS, INC.
1400 MARSH LANDING PARKWAY, SUITE 112
JACKSONVILLE, FL 32250

President-Aerospace & Def Grp

Signatures

/s/ Robert F.
Mecredy

11/18/2004

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).

- The amount of securities reported as beneficially owned following the reported transaction includes (i) 4,200 shares of common stock awarded to the reporting person by the issuer as a restricted stock award of which 1,800 shares vest on March 21, 2005 and 2,400 shares vest on March 21, 2006; and (ii) 1,900 shares of common stock awarded to the reporting person by the issuer as a restricted stock award which vests on December 31, 2006.
- (1)
 - (2) Presently exercisable.
 - (3) Become exercisable on January 31, 2005.

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.