

ARMOR HOLDINGS INC

Form 4

July 31, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MECREDY ROBERT F

(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
X Officer (give title ____ Other (specify
below) below)

President-Aerospace & Def Grp

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 (D)	Price	
Common Stock, par value \$0.01 per share	07/31/2007		F		36,666 (1)	D \$ 88 0	D

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
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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 or Number of Shares
Stock Option (right to buy)	\$ 23.09	07/31/2007		D	8,334	01/31/2005 01/12/2013	Common Stock 8,334
Stock Option (right to buy)	\$ 17.12	07/31/2007		D	66,666	(2) 10/08/2013	Common Stock 66,666
Stock Option (right to buy)	\$ 44.76	07/31/2007		D	75,000	02/10/2005 02/10/2015	Common Stock 75,000
Stock Option (right to buy)	\$ 37.9	07/31/2007		D	75,000	03/25/2005 03/25/2015	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MECREDY ROBERT F C/O ARMOR HOLDINGS, INC. 13386 INTERNATIONAL PARKWAY JACKSONVILLE, FL 32218	President-Aerospace & Def Grp

Signatures

/s/ Robert F.
Mecredy 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
- (1) 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.
- (2) Vested over three annual installments starting October 8, 2004, with remaining shares' vesting dates accelerated on March 25, 2005. All options are currently exercisable.
- (3) Cancelled pursuant to the Merger Agreement in exchange for a lump sum cash payment (less any applicable withholding) equal to the product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$88.00 over the exercise price per share of common stock under such option.

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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