#### EHRLICH BURTT R

Form 4

March 30, 2005

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EHRLICH BURTT R			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ARMOR HOLDINGS INC [AH]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
636 RIVERSVILLE ROAD		AD	03/28/2005	Officer (give title Delow) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
GREENWICH, CT 06831				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative :	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	03/28/2005		M	4,091	A	\$ 14.44	75,380	D	
Common Stock	03/28/2005		M	13,500	A	\$ 14.32	88,880	D	
Common Stock							6,500	I	By trust f/b/o son (1)
Common Stock							5,000	I	By Son (1)
Common Stock							400	I	By spouse's

IRA (1)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.44	03/28/2005		M	4,091	<u>(2)</u>	06/19/2011	Common Stock	4,091
Stock Option (right to buy)	\$ 14.32	03/28/2005		M	13,500	<u>(2)</u>	07/26/2013	Common Stock	13,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolonia o Hiner Humo / Humoso	Director	10% Owner	Officer	Other			
EHRLICH BURTT R 636 RIVERSVILLE ROAD GREENWICH, CT 06831	X						

### **Signatures**

/s/ Burtt R. Ehrlich	03/30/2005			
**Signature of Reporting Person	Date			

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#### **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 Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the
- (1) Reporting Person is the beneficial owner of these securities for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.
- (2) Presently exercisable.
- (3) The Reporting Person is also the beneficial owner of stock options to purchase (i) 12,500 shares at an exercise price of \$24.07 per share and (ii) 12,500 shares at an exercise price of \$35.40 per share.

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.