

Mathis Charles Alexander
Form 4
December 20, 2011

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 *
Mathis Charles Alexander

(Last) (First) (Middle)

1520 OLD TROLLEY ROAD

(Street)

SUMMERVILLE, SC 29485

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FORCE PROTECTION INC [FRPT]

3. Date of Earliest Transaction (Month/Day/Year)

12/17/2011

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)

Chief Financial Officer

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	12/17/2011		D		65,418 (1) \$ 5.52	D	D
Common Stock	12/17/2011		D		58,520 (2) \$ 5.52	D	D
Common Stock	12/17/2011		U		57,290 \$ 5.52	D	D

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

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SEC 1474 (9-02)

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).
- (1) Represents time vested restricted stock that vested and was canceled pursuant to the Agreement and Plan of Merger in exchange for a cash payment representing the number of shares multiplied by the per share purchase price of \$5.52.
- (2) Represents performance-based restricted stock that vested and was canceled pursuant to the Agreement and Plan of Merger in exchange for a cash payment representing the number of shares multiplied by the per share purchase price of \$5.52.
- (3) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.
- (4) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.
- (5) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.
- (6) This option was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the number of shares underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$5.52.

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.