

SOKOLOW NICOLAS
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
SOKOLOW NICOLAS

(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)
02/28/2005

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)

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)	
			Code	V	Amount	(D)	Price	
Common Stock, par value \$0.01 per share	02/28/2005		M		6,500	A	\$ 3.75 0	D
Common Stock, par value \$0.01 per share	02/28/2005		S		6,500	D	\$ 40.1 0	D
Common Stock, par value \$0.01	02/28/2005		M		200	A	\$ 3.75 0	D

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per share

Common
Stock, par
value \$0.01 02/28/2005 S 200 D \$ 40.11 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 M 500 A \$ 3.75 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 S 500 D \$ 40.12 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 M 100 A \$ 3.75 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 S 100 D \$ 40.13 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 M 500 A \$ 3.75 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 S 500 D \$ 40.14 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 M 100 A \$ 3.75 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 S 100 D \$ 40.15 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 M 200 A \$ 3.75 0 D
per share

Common
Stock, par
value \$0.01 02/28/2005 S 200 D \$ 40.16 0 D
per share

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Common Stock, par value \$0.01 per share	02/28/2005	M	100	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	100	D	\$ 40.18	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	M	200	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	200	D	\$ 40.19	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	M	3,600	A	\$ 3.75	0	D	
Common Stock, par value \$0.01 per share	02/28/2005	S	3,600	D	\$ 40.2	15,591	D	
Common Stock, par value \$0.01 per share						11,200	I	For benefit of children <u>(1)</u>
Common Stock, par value \$0.01 per share						60,000	I	By ST Investors Fund LLC <u>(1)</u>
Common Stock, par value \$0.01 per share						10,000	I	By Profit Sharing Plan <u>(1)</u>

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

