

ARMOR HOLDINGS INC  
 Form 5  
 February 13, 2002

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction (b).

OMB APPROVAL	
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

-----  
 1. Name and Address of Reporting Person\*

Kanders Warren B.  
 and  
 Kanders Florida Holdings, Inc.

-----  
 (Last) (First) (Middle)

c/o Kanders & Company, Inc.  
 Two Soundview Drive

-----  
 (Street)

Greenwich CT 06930

-----  
 (City) (State) (Zip)

-----  
 2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

-----  
 3. IRS or Social Security Number of Reporting Person (Voluntary)

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 4. Statement for Month/Year

December 31, 2001

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 5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

- [X] Director [ ] 10% Owner  
 [X] Officer (give title below) [ ] Other (specify below)

Chairman of the Board of Directors  
 -----

7. Individual or Joint/Group Filing (Check Applicable Law)

- [ ] Form filed by One Reporting Person  
 [X] Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8) ----- Code	4. Securities Acquired (A) or Disposed of (D) ----- Amount (A) or Price (D)	5. Amount of Securities Beneficial Owned at End of Iss Fiscal Year (Instr. 3 and 4)
Common Stock, par value \$0.01 per share				2,112,355

FORM 5 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL  
(E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
Stock Options (Right to Buy) (1)	\$11.40625				(2) 1/1/09	Common Stock 200,000	
Stock Options (Right to Buy) (3)	\$14.44	6/19/01	A	12,500	(2) 6/19/11	Common Stock 12,500	

- (1) Granted pursuant to the Armor Holdings, Inc. 1998 Stock Option Plan.
- (2) Presently exercisable.
- (3) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.

/s/ Warren B. Kanders  
 \_\_\_\_\_  
 \*\* Signature of Reporting Person  
 Warren B. Kanders,  
 individually and on behalf  
 of Kanders Florida  
 Holdings, Inc.

February 11, 2002  
 \_\_\_\_\_  
 Date

\* 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).

Note: File three copies of this Form, one of which must be manually signed.  
 If space provided is insufficient, See Instruction 6 for procedure.