ARMOR HOLDINGS INC
Form 4
September 18, 2002

FORM 4

[ ] Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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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)

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2. Issuer Name and Ticker or Trading Symbol

Armor Holdings, Inc. (AH)

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

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4. Statement for Month/Day/Year

9/16/02*

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

[ ] 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficial Owned Following Reported Transactio (Instr. 3 and 4)
Common Stock, par value $0.01 per share	8/12/02		A	V	10,447	A	(1)	
Common Stock, par value $0.01 per share	8/12/02		A	V	100,000	A	(2)	2,222,802

* Each of the transactions reported herein is reportable on a Form 5 and is being voluntarily rep
is being filed prior to the due date of the Form 5.

FORM 4 (continued)

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

1.	2.	3.	3A.	4.	5.	6.	7.	8.
							Title and	

Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8) Code	V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	Price of Derivative Security (Inst 5)
Stock Options (Right to Buy) (3)	$11.40625							(4)	1/1/09	Common Stock	200,000	
Stock Options (Right to Buy) (5)	$14.44							(4)	6/19/11	Common Stock	12,500	
Stock Options (Right to Buy) (6)	$23.93	3/13/02		A	V	75,000		12/31/02	3/12/12	Common Stock	75,000	
Stock Options (Right to Buy) (6)	$23.93	3/13/02		A	V	35,000		12/31/04	3/12/12	Common Stock	35,000	
Stock Options (Right to Buy) (7)	$24.07	6/24/02		A	V	225,000		(8)	6/24/12	Common Stock	225,000	
Stock Options (Right to Buy) (7)	$24.07	6/24/02		A	V	250,000		12/31/06	6/24/12	Common Stock	250,000	

(1) Represents a restricted stock award from the issuer.
(2) Represents a restricted stock award from the issuer which vests on December 31, 2016.
(3) Granted pursuant to the Armor Holdings, Inc. 1998 Stock Option Plan.
(4) Presently exercisable.
(5) Granted pursuant to the Armor Holdings, Inc. 1999 Stock Incentive Plan.
(6) Granted pursuant to the Armor Holdings, Inc. 2002 Executive Stock Plan.
(7) Granted pursuant to the Armor Holdings, Inc. 2002 Incentive Stock Plan.
(8) Options to purchase 25,000 shares vest on December 31, 2002 and options to purchase 200,000 shares vest on each of December 31, 2003 and December 31, 2004.

* If the Form is filed by more than one reporting person, See Instruction 5(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).

/s/ Warren B. Kanders	September 16, 2002
** Signature of Reporting Person Warren B. Kanders, individually and on behalf of Kanders Florida Holdings, Inc.	Date

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