

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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**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

2. Issuer Name and Ticker or Trading Symbol  
 FORCE PROTECTION INC [FRPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Chief Financial Officer

1520 OLD TROLLEY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SUMMERVILLE, SC 29485

(City) (State) (Zip)

**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	0	D
Common Stock	12/17/2011		D		58,520 (2) \$ 5.52	0	D
Common Stock	12/17/2011		U		57,290 \$ 5.52	0	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)

number.

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.28	12/17/2011		D	25,000	<u>(3)</u> 11/21/2018	Common Stock	25,000
Stock Options (Right to Buy)	\$ 5.81	12/17/2011		D	10,972	<u>(4)</u> 04/07/2019	Common Stock	10,972
Stock Options (Right to Buy)	\$ 5.34	12/17/2011		D	29,928	<u>(5)</u> 02/16/2020	Common Stock	29,928
Stock Options (Right to Buy)	\$ 4.78	12/17/2011		D	26,747	<u>(6)</u> 03/02/2021	Common Stock	26,747

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mathis Charles Alexander  
1520 OLD TROLLEY ROAD  
SUMMERVILLE, SC 29485

Chief Financial Officer

## Signatures

/s/ John F. Wall III as attorney in fact for Charles Alexander  
Mathis

12/20/2011

\_\_Signature of Reporting Person

Date

## 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.