

ARMOR HOLDINGS INC
Form 15-12B
July 31, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or
Suspension of Duty to File Reports Under
Section 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 001-11667

Armor Holdings, Inc.

(Exact name of registrant as specified in its charter)

13386 International Parkway, Jacksonville, Florida, 32218, (904) 741-5400

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Common Stock, \$.01 Par Value

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the
duty to file reports:

| | | | |
|----------------------|---|----------------------|---|
| Rule 12g-4(a)(1)(i) | : | Rule 12h-3(b)(1)(i) | : |
| Rule 12g-4(a)(1)(ii) | 9 | Rule 12h-3(b)(1)(ii) | 9 |
| Rule 12g-4(a)(2)(i) | 9 | Rule 12h-3(b)(2)(i) | 9 |
| Rule 12g-4(a)(2)(ii) | 9 | Rule 12h-3(b)(2)(ii) | 9 |
| | | Rule 15d-6 | 9 |

Approximate number of holders of record as of the certification or notice date:

One

Pursuant to the requirements of the Securities Exchange Act of 1934, Armor Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Armor Holdings, Inc.

Dated: July 31, 2007

By: /s/ Robert T. Murphy
Name: Robert T. Murphy
Title: Principal Financial Officer