

Moody Michael
Form 4
December 20, 2011

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moody Michael

(Last) (First) (Middle)

1520 OLD TROLLEY ROAD

(Street)

SUMMERVILLE, SC 29485

(City) (State) (Zip)

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

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

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)

Chief Executive Officer

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/17/2011		D	Amount (1) 127,209 5.52	(A) or (D) D \$ 0 5.52	D	
Common Stock	12/17/2011		D	Amount (2) 152,901 5.52	(A) or (D) D \$ 0 5.52	D	
Common Stock	12/17/2011		U	Amount 207,651 5.52	(A) or (D) D \$ 0 5.52	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.28	12/17/2011		D		166,564		<u>(3)</u>	11/21/2018	Common Stock	166,564
Stock Options (Right to Buy)	\$ 5.81	12/17/2011		D		33,253		<u>(4)</u>	04/07/2019	Common Stock	33,253
Stock Options (Right to Buy)	\$ 5.34	12/17/2011		D		74,996		<u>(5)</u>	02/16/2020	Common Stock	74,996
Stock Options (Right to Buy)	\$ 4.78	12/17/2011		D		53,133		<u>(6)</u>	03/02/2021	Common Stock	53,133

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Moody Michael 1520 OLD TROLLEY ROAD SUMMERVILLE, SC 29485	X Chief Executive Officer

Signatures

/s/ Michael
Moody 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.

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