

EHRlich ROBERT S  
Form 5  
February 14, 2011

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
EHRlich ROBERT S

2. Issuer Name and Ticker or Trading Symbol  
AROTECH CORP [ARTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Last) (First) (Middle)  
  
NAHAL SOREQ 21  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

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

6. Individual or Joint/Group Reporting  
(check applicable line)

BEIT SHEMESH, L3 99000

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	1,058,100 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,571	I	By Mr. Ehrlich's wife (2)
Common Stock	Â	Â	Â	Â	Â	Â	11,527	I	Pension Plan

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

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SEC 2270 (9-02)

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**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
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â	Â	12/29/2005	12/31/2011	Common Stock	5,178
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â	Â	12/29/2005	04/01/2012	Common Stock	4,687
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â	Â	12/29/2005	07/01/2012	Common Stock	1,116
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â	Â	12/29/2005	10/01/2012	Common Stock	4,687
Stock Option (right to buy)	\$ 5.46	Â	Â	Â	Â	Â	12/29/2005	01/01/2013	Common Stock	6,294

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EHRLICH ROBERT S NAHAL SOREQ 21 BEIT SHEMESH,Â L3Â 99000	Â X	Â	Â Chairman and CEO	Â

## Signatures

/s/Robert S.  
Ehrlich

02/14/2011

\_\_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) Includes (i) 106,000 unvested restricted shares, 26,666 of which vest on the basis of the issuer's financial results for the fiscal year ended December 31, 2010, which have not yet been finalized as of the date of the filing of this report, and 53,333 of which vest subject to future performance criteria to be established, and (ii) 328,767 shares issued to a trust and to be held in such trust until such time as Mr. Ehrlich shall be entitled to payment of his severance package.
- (2) Held by Mr. Ehrlich's wife. Mr. Ehrlich disclaims beneficial ownership of all such securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.