

Grazioplene James J  
Form 4  
May 06, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Grazioplene James J

(Last) (First) (Middle)

9801 HIGHWAY 78, BLDG 1

(Street)

LADSON, SC 29456

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FORCE PROTECTION INC [FRPT]

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

05/04/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President, TLCS

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 05/04/2009                              |                                                             | A                                    |                                                                            | 11,942<br>(1)                                                                                                      | A                                                                    | \$ 0 11,942 D                                                     |
| Common<br>Stock                       | 05/04/2009                              |                                                             | A                                    |                                                                            | 6,369<br>(2)                                                                                                       | A                                                                    | \$ 0 18,311 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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SEC 1474  
(9-02)

## Edgar Filing: Grazioplene James J - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>Der<br>Sec<br>(In              |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 7.85                                                            | 05/04/2009                              |                                                             | A                                    |                                                                                                                 | 3,980                                                          | (3) 05/04/2019 Common<br>Stock                                      | 3,980                                  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |
|--------------------------------------------------------------------|---------------|-----------|--------------------------------|
|                                                                    | Director      | 10% Owner | Officer                        |
| Grazioplene James J<br>9801 HIGHWAY 78, BLDG 1<br>LADSON, SC 29456 |               |           | Executive Vice President, TLCS |

## Signatures

/s/ James J.  
Grazioplene 05/06/2009

\_\_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).

- These shares of common stock are subject to forfeiture restrictions, whereby the restrictions on 50% of the stock will lapse in three equal
- (1) installments commencing on May 4, 2010 and ending on May 4, 2012, and the restrictions on the other 50% of the stock will lapse upon the completion of certain performance criteria to be determined on or by May 4, 2010.
  - (2) These shares of common stock are subject to forfeiture restrictions, whereby the restrictions on the shares will lapse in four equal quarterly installments commencing on May 4, 2009, the day of the grant, and ending on March 31, 2010.
  - (3) This stock option vests in three equal annual installments, commencing on May 4, 2010.

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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