

NEWMAN MARK S
Form 4
December 05, 2006

FORM 4

**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).

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 *
NEWMAN MARK S

(Last) (First) (Middle)

DRS TECHNOLOGIES, INC., 5
SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DRS TECHNOLOGIES INC [DRS]

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

12/01/2006

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)

Chairman, President & CEO

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 (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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/01/2006 | | M | | 15,000 A \$ 9 | 222,552 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | | 200 D \$ 49.27 | 222,352 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | | 100 D \$ 49.28 | 222,252 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | | 200 D \$ 49.29 | 222,052 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | | 700 D \$ 49.34 | 221,352 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------|---|
| Common Stock | 12/01/2006 | S | 400 | D | \$ 49.36 | 220,952 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 400 | D | \$ 49.37 | 220,552 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 49.38 | 220,352 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 49.39 | 220,152 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 300 | D | \$ 49.4 | 219,852 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 800 | D | \$ 49.46 | 219,052 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 49.48 | 218,852 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 500 | D | \$ 49.5 | 218,352 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 100 | D | \$ 49.58 | 218,252 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 49.59 | 218,052 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 700 | D | \$ 49.6 | 217,352 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 400 | D | \$ 49.64 | 216,952 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 1,500 | D | \$ 49.65 | 215,452 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 600 | D | \$ 49.66 | 214,852 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 700 | D | \$ 49.67 | 214,152 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 1,000 | D | \$ 49.68 | 213,152 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 1,400 | D | \$ 49.69 | 211,752 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 500 | D | \$ 49.7 | 211,252 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 49.71 | 211,052 <u>(1)</u> | D |
| Common Stock | 12/01/2006 | S | 400 | D | \$ 49.72 | 210,652 <u>(1)</u> | D |
| | 12/01/2006 | S | 200 | D | | 210,452 <u>(1)</u> | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|------------------------|---|
| Common Stock | | | | | | \$ 49.75 | | |
| Common Stock | 12/01/2006 | | S | 100 | D | \$ 49.77 | 210,352 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | 300 | D | \$ 49.78 | 210,052 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | 200 | D | \$ 49.8 | 209,852 ⁽¹⁾ | D |
| Common Stock | 12/01/2006 | | S | 500 | D | \$ 49.84 | 209,352 ⁽¹⁾ | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 9 | 12/01/2006 | | M | 15,000 | 10/26/1999 ⁽²⁾ 10/25/2008 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEWMAN MARK S DRS TECHNOLOGIES, INC. 5 SYLVAN WAY PARSIPPANY, NJ 07054 | X | | Chairman, President & CEO | |

Signatures

Mark S.
Newman

12/05/2006

__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).

Includes 26,000 shares of restricted stock granted on January 22, 2004 that vest on January 21, 2007, 13,000 shares of restricted stock granted on July 6, 2005 that vest on July 6, 2008, 19,034 shares of restricted stock granted on June 16, 2006 that vest on June 16, 2009; 4,800 shares held as custodian for daughter, as to which reporting person disclaims beneficial ownership and 50,000 shares, the receipt of which has been deferred by reporting person.
- (1) Option to buy 70,000 shares granted on October 26, 1998 exercisable on the first four anniversaries of the date of grant at 25% per year, and was, at time of exercise, exercisable as to 70,000 shares.
- (2) Option to buy granted under a plan for which no consideration was paid by reporting person.
- (3) Option to buy granted under a plan for which no consideration was paid by reporting person.

Remarks:

REMARKS: Form 1 of 2

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.