FORCE PROTECTION INC

Form 4 April 09, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations

SECURITIES

File 1 (1) Site Significant Security File 1 (1) Site Significant Security

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

MACDONALD LENNIA DUTH			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			FORCE PROTECTION INC [FRPT]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				,					
0001 WGWWAN 40 DI DG 1			(Month/Day/Year)					Director 10% Owner Nother (specify below) below) Chief Strat Off, GC, Corp Sec				
9801 HIGHWAY 78, BLDG 1			04/07/2010									
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
	Filed(Mon	th/Day/Year)			Applicable Line)						
LADSON, SC 29456									_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common				Code V	Amount 11,850	(D)	Price	(
Stock	04/07/2010			A	(1) (1)	A	\$ 0	172,613	D			
Common Stock	04/07/2010			F	5,286 (2)	D	\$ 6.07	167,327	D			

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

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SEC 1474

(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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date				
									Number		
				C 1 W	(4) (7)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MACDONALD LENNA RUTH 9801 HIGHWAY 78, BLDG 1 LADSON, SC 29456

Chief Strat Off, GC, Corp Sec

Signatures

/s/ Lenna Ruth 04/09/2010 Macdonald

**Signature of Reporting 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 one-third of the restrictions lapse in equal annual installments commencing on April 7, 2010, the grant date, and ending on April 7, 2012.
- Pursuant to the reporting person's restricted stock awards granted on April 7, 2009 and April 7, 2010, 15,800 shares vested on April 7, (2) 2010, of which 5,286 shares were forfeited as payment for her tax withholding obligations, including the minimum statutory federal tax withholding rate, the state tax withholding rate and Medicare.

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.

Reporting Owners 2