

DRS TECHNOLOGIES INC
Form 4
May 19, 2005

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 *
SCHNEIDER RICHARD A

(Last) (First) (Middle)

2 TIGER BROOK LANE

(Street)

CHESTER, NJ 07930

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DRS TECHNOLOGIES INC [DRS]

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

05/19/2005

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)
Exec. V.P., CFO

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/19/2005		M	1,250 A \$ 9	14,500 ⁽¹⁾	D	
Common Stock	05/19/2005		M	2,500 A \$ 7.0625	17,000 ⁽¹⁾	D	
Common Stock	05/19/2005		M	2,500 A \$ 13.5	19,500 ⁽¹⁾	D	
Common Stock	05/19/2005		S	350 D \$ 48.19	19,150 ⁽¹⁾	D	
Common Stock	05/19/2005		S	100 D \$ 48.18	19,050 ⁽¹⁾	D	

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Common Stock	05/19/2005	S	200	D	\$ 48.14	18,850 ⁽¹⁾	D
Common Stock	05/19/2005	S	3,600	D	\$ 48.05	15,250 ⁽¹⁾	D
Common Stock	05/19/2005	S	2,000	D	\$ 48.01	13,250 ⁽¹⁾	D

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

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(9-02)

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 (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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 9	05/19/2005		M	1,250	03/03/1999 ⁽³⁾	03/02/2009	Common Stock	1,250
Stock Option (Right to Buy)	\$ 7.0625	05/19/2005		M	2,500	11/10/2000 ⁽⁴⁾	11/09/2009	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.5	05/19/2005		M	2,500	11/24/2001 ⁽⁵⁾	11/23/2010	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Exec. V.P., CFO	

SCHNEIDER RICHARD A
2 TIGER BROOK LANE
CHESTER, NJ 07930

Signatures

Richard A.
Schneider

05/19/2005

**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 40 shares owned jointly with wife and 4,700 shares of restricted stock granted January 22, 2004 that vest three years from date of grant.
- (2) Option to buy granted under a plan for which no consideration was paid by reporting person.
- (3) Option to buy 18,750 shares granted on March 3, 1999 exercisable 20% on date of grant and 20% on each of the first four anniversaries of date of grant and was, at time of exercise, exercisable as to 1,250 shares.
- (4) Option to buy 30,000 shares granted on November 10, 1999, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 2,500 shares.
- (5) Option to buy 30,000 shares granted on November 24, 2000, exercisable on the first four anniversaries of the date of grant at 25% per year and was, at time of exercise, exercisable as to 30,000 shares.

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.