

DRS TECHNOLOGIES INC
Form 4
December 15, 2008

FORM 4

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

OMB APPROVAL

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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)

10/22/2008

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 & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 10/22/2008 | | D | | 196,982 | D | \$ 81 (1) |
| | | | | | 0 | | |

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

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SEC 1474
(9-02)

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

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| 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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 13.5 | 10/22/2008 | | D | | 90,000 | (2) | 11/23/2010 | Common Stock | 90,000 |
| Stock Option (Right to Buy) | \$ 33.96 | 10/22/2008 | | D | | 90,000 | (3) | 11/15/2011 | Common Stock | 90,000 |
| Stock Option (Right to Buy) | \$ 32.08 | 10/22/2008 | | D | | 90,000 | (4) | 11/05/2012 | Common Stock | 90,000 |
| Stock Option (Right to Buy) | \$ 28.53 | 10/22/2008 | | D | | 123,000 | (5) | 01/21/2014 | Common Stock | 123,000 |
| Stock Option (Right to Buy) | \$ 37.29 | 10/22/2008 | | D | | 96,000 | (6) | 11/03/2014 | Common Stock | 96,000 |
| Stock Option (Right to Buy) | \$ 50.23 | 10/22/2008 | | D | | 55,000 | (7) | 07/05/2015 | Common Stock | 55,000 |
| Stock Option (Right to Buy) | \$ 49.91 | 10/22/2008 | | D | | 43,558 | (8) | 06/15/2016 | Common Stock | 43,558 |
| Stock Option (Right to Buy) | \$ 54.3 | 10/22/2008 | | D | | 58,200 | (9) | 06/14/2017 | Common Stock | 58,200 |

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
& CEO

Signatures

Mark S.
Newman

12/09/2008

**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) Disposed of pursuant to merger agreement among Issuer, Finmeccanica S.p.A. and Dragon Merger Sub for the merger consideration of \$81.00 per share.

- (2) Pursuant to the merger agreement, option to buy granted on November 24, 2000 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (3) Pursuant to the merger agreement, option to buy granted on November 16, 2001 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (4) Pursuant to the merger agreement, option to buy granted on November 6, 2002 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (5) Pursuant to the merger agreement, option to buy granted on January 22, 2004 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (6) Pursuant to the merger agreement, option to buy granted on November 4, 2004 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (7) Pursuant to the merger agreement, option to buy granted on July 6, 2005 and exercisable on March 31, 2006, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (8) Pursuant to the merger agreement, option to buy granted on June 16, 2006 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

- (9) Pursuant to the merger agreement, option to buy granted June 15, 2007 and exercisable on the first four anniversaries of the date of grant at 25% per year, was converted into the right to receive an amount of cash equal to the excess of the merger consideration over the exercise price multiplied by the number of unexercised options.

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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