

NEWMAN MARK S
Form 4
January 31, 2005

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)
191 CAMPBELL ROAD
(Street)

FAR HILLS, NJ 07931

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DRS TECHNOLOGIES INC [DRS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/1996

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2005		M		10,000	A	\$ 9.1825
Common Stock	01/31/2005		M		20,000	A	\$ 10.875

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 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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.1825	01/31/2005		M	10,000	11/26/1999 ⁽²⁾ 11/25/2006	Common Stock	10,000
Stock Option (Right to Buy)	\$ 10.875	01/31/2005		M	20,000	05/20/1997 ⁽⁴⁾ 05/19/2007	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWMAN MARK S 191 CAMPBELL ROAD FAR HILLS, NJ 07931	X		Chairman, President & CEO	

Signatures

Mark S.
Newman

01/31/2005

**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).

- Includes 26,000 shares of restricted stock granted January 22, 2004 that vest three years from the date of grant, 4,800 shares held as
- (1) 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.
 - (2) Option to buy 20,000 shares granted on November 26, 1996, exercisable as to 100% on November 26, 1999.
 - (3) Option to buy granted under a plan for which no consideration was paid by reporting person.
 - (4) Option to buy 20,000 shares granted on May 20, 1997, exercisable as to 100% on May 20, 2000.

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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