

EASTMAN JAY M
Form 5
February 14, 2006

FORM 5

**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). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
EASTMAN JAY M

2. Issuer Name and Ticker or Trading Symbol
AROTECH CORP [ARTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O AROTECH CORPORATION, 334 INDUSTRY DRIVE

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

AUBURN, AL 36832

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.875	09/30/1996	Â	I	1,667	Â	09/30/1997	09/30/2006	Common Stock	1,667
Stock Option (right to buy)	\$ 5.875	09/30/1996	Â	I	1,667	Â	09/30/1998	09/30/2006	Common Stock	1,667
Stock Option (right to buy)	\$ 5.875	09/30/1996	Â	I	1,666	Â	09/30/1999	09/30/2006	Common Stock	1,666
Stock Option (right to buy)	\$ 9.0625	09/30/1997	Â	I	1,667	Â	09/30/1998	09/30/2007	Common Stock	1,667
Stock Option (right to buy)	\$ 9.0625	09/30/1997	Â	I	1,667	Â	09/30/1999	09/30/2007	Common Stock	1,667
Stock Option (right to buy)	\$ 9.0625	09/30/1997	Â	I	1,666	Â	09/30/2000	09/30/2007	Common Stock	1,666
Stock Option (right to buy)	\$ 2.5	09/30/1998	Â	I	1,667	Â	09/30/1999	09/30/2008	Common Stock	1,667
Stock Option (right to buy)	\$ 2.5	09/30/1998	Â	I	1,667	Â	09/30/2000	09/30/2008	Common Stock	1,667
Stock Option (right to buy)	\$ 2.5	09/30/1998	Â	I	1,666	Â	09/30/2001	09/30/2008	Common Stock	1,666
	\$ 1.3125	09/30/1999	Â	I	1,667	Â	09/30/2000	09/30/2009		1,667

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Stock Option (right to buy)									Common Stock	
Stock Option (right to buy)	\$ 1.3125	09/30/1999	Â	I	1,667	Â	09/30/2001	09/30/2009	Common Stock	1,667
Stock Option (right to buy)	\$ 1.3125	09/30/1999	Â	I	1,666	Â	09/30/2002	09/30/2009	Common Stock	1,666
Stock Option (right to buy)	\$ 4.6875	12/29/2000	Â	I	13,334	Â	12/29/2001	12/29/2010	Common Stock	13,334
Stock Option (right to buy)	\$ 4.6875	12/29/2000	Â	I	13,333	Â	12/29/2002	12/29/2010	Common Stock	13,333
Stock Option (right to buy)	\$ 4.6875	12/29/2000	Â	I	13,333	Â	12/29/2003	12/29/2010	Common Stock	13,333
Stock Option (right to buy)	\$ 1.3	12/29/2001	Â	I	3,334	Â	12/29/2002	12/29/2011	Common Stock	3,334
Stock Option (right to buy)	\$ 1.3	12/29/2001	Â	I	3,333	Â	12/29/2003	12/29/2011	Common Stock	3,333
Stock Option (right to buy)	\$ 1.3	12/29/2001	Â	I	3,333	Â	12/29/2004	12/29/2011	Common Stock	3,333
Stock Option (right to buy)	\$ 0.61	12/31/2002	Â	I	3,334	Â	12/31/2003	12/31/2012	Common Stock	3,334
Stock Option (right to buy)	\$ 0.61	12/31/2002	Â	I	3,333	Â	12/31/2004	12/31/2012	Common Stock	3,333
	\$ 0.61	12/31/2002	Â	I	3,333	Â	12/31/2005	12/31/2012		3,333

Stock Option (right to buy)									Common Stock	
Stock Option (right to buy)	\$ 1.82	12/30/2003	Â	I	3,334	Â	12/30/2004	12/30/2013	Common Stock	3,334
Stock Option (right to buy)	\$ 1.82	12/30/2003	Â	I	3,333	Â	12/30/2005	12/30/2013	Common Stock	3,333
Stock Option (right to buy)	\$ 1.82	12/30/2003	Â	I	3,333	Â	12/30/2006	12/30/2013	Common Stock	3,333
Stock Option (right to buy)	\$ 2.4	06/14/2004	Â	I	11,667	Â	06/14/2005	06/14/2014	Common Stock	11,667
Stock Option (right to buy)	\$ 2.4	06/14/2004	Â	I	11,667	Â	06/14/2006	06/14/2014	Common Stock	11,667
Stock Option (right to buy)	\$ 2.4	06/14/2004	Â	I	11,666	Â	06/14/2007	06/14/2014	Common Stock	11,666
Stock Option (right to buy)	\$ 1.04	06/02/2005	Â	I	11,667	Â	06/02/2006	06/02/2010	Common Stock	11,667
Stock Option (right to buy)	\$ 1.04	06/02/2005	Â	I	11,667	Â	06/02/2007	06/02/2010	Common Stock	11,667
Stock Option (right to buy)	\$ 1.04	06/02/2005	Â	I	11,666	Â	06/02/2008	06/02/2010	Common Stock	11,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EASTMAN JAY M
C/O AROTECH CORPORATION
334 INDUSTRY DRIVE
AUBURN, AL 36832

^ X ^ ^ ^

Signatures

/s/ Jay Eastman

02/14/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.