

Edgar Filing: STEWART & STEVENSON SERVICES INC - Form 4

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 16.73	05/25/2006		D	5,000	07/09/2005 ⁽³⁾ 07/09/2014	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 22.4	05/25/2006		D	5,000	06/07/2006 ⁽³⁾ 06/07/2015	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIDWELL JAMES M P.O. BOX 1637 HOUSTON, TX 77251-1637		X		

Signatures

/s/ James M. Tidwell 05/31/2006

**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).

Disposed of pursuant to Agreement and Plan of Merger (the "Merger Agreement") dated as of February 27, 2006, as amended, by and among Stewart & Stevenson Services, Inc., Armor Holdings, Inc. and Santana Acquisition Corp., in exchange for \$36.50 for each share of common stock of the issuer held by the reporting person.

Cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$36.50 over the exercise price per share of common stock under such option.

(3) The stock option becomes exercisable following the first year anniversary of the date of grant

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.