

Stafford Brian
Form 3
June 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Stafford Brian

(Last)

(First)

(Middle)

1649 NORTHWEST 136TH AVENUE

(Street)

SUNRISE,Â FLÂ 33323

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/09/2009

3. Issuer Name and Ticker or Trading Symbol

Protective Products of America, Inc. [PPA:TSX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

Acting Chief Executive Officer

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common stock

30,000

I

Brian L. Stafford Trust dated February 7, 2005

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock option (right to buy)	Â <u>(1)</u>	11/20/2011	Common stock	75,000	\$ 18.39 <u>(2)</u>	D	Â
Stock option (right to buy)	Â <u>(3)</u>	08/17/2012	Common stock	100,000	\$ 10.69 <u>(2)</u>	D	Â
Stock option (right to buy)	Â <u>(4)</u>	09/16/2013	Common stock	90,000	\$ 1.25 <u>(2)</u>	D	Â
Subordinated Convertible Debenture	02/04/2008	02/04/2011	Common stock	30,441	\$ 6.57	I	Brian L. Stafford Trust dated February 7, 2005

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stafford Brian 1649 NORTHWEST 136TH AVENUE SUNRISE, FL 33323	Â X	Â	Â Acting Chief Executive Officer	Â

Signatures

/s/ Deon Vaughan, Attorney-in-fact for Brian Stafford

06/09/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option on each of the first three anniversary dates of the granting of the option. The option was granted November 20, 2006.
- (2) Exercise price is in Canadian dollars.
- (3) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option on each of the first three anniversary dates of the granting of the option. The option was granted August 17, 2007.
- (4) The option shall become exercisable with respect to one-third (1/3) of the total number of shares of common stock subject to the option at the end of each of the first three six month periods after the granting of the option. The option was granted September 16, 2008.

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.