

HOWE KEITH B
Form 4
November 03, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HOWE KEITH B

2. Issuer Name and Ticker or Trading Symbol
UNITED DEFENSE INDUSTRIES INC [UDI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O UNITED DEFENSE INDUSTRIES, INC., 1525 WILSON BOULEVARD, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

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

ARLINGTON, VA 22209
(City) (State) (Zip)

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

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. Code		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)
			V	(A) or (D)	Amount	Price			
common stock	11/01/2004		S	D	100	\$ 40.12	31,700	D	
common stock	11/01/2004		S	D	1,100	\$ 40.06	30,600	D	
common stock	11/01/2004		S	D	600	\$ 40.35	30,000	D	
common stock	11/01/2004		S	D	100	\$ 40.05	29,900	D	
	11/01/2004		S	D	500		29,400	D	

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common stock					\$			
					40.29			
common stock	11/01/2004		S	200	D	\$	29,200	D
						40.19		
common stock	11/01/2004		S	300	D	\$	28,900	D
						40.39		
common stock	11/01/2004		S	500	D	\$	28,400	D
						40.13		
common stock	11/01/2004		S	200	D	\$	28,200	D
						40.11		
common stock	11/01/2004		S	300	D	\$	27,900	D
						40.17		
common stock	11/01/2004		S	600	D	\$	27,300	D
						40.2		
common stock	11/01/2004		S	3,000	D	\$	24,300	D
						40.25		
common stock	11/01/2004		S	1,200	D	\$	23,100	D
						40.3		
common stock	11/01/2004		S	400	D	\$	22,700	D
						40.4		
common stock	11/01/2004		S	2,800	D	\$	19,900	D
						40.15		
common stock	11/01/2004		S	200	D	\$	19,700	D
						40.24		
common stock	11/01/2004		S	200	D	\$	19,500	D
						40.08		
common stock	11/01/2004		S	1,000	D	\$	18,500	D
						40.1		
common stock	11/01/2004		S	200	D	\$	18,300	D
						40.34		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		Title	Amount or Number of Shares
	Code	V	(A)	(D)	Date Exercisable	Expiration Date		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWE KEITH B C/O UNITED DEFENSE INDUSTRIES, INC. 1525 WILSON BOULEVARD, SUITE 700 ARLINGTON, VA 22209			Vice President	

Signatures

/s/ David V. Kolovat as Attorney-in-Fact
 11/03/2004
 **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 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.