

Booz Allen Hamilton Holding Corp
 Form 4
 July 31, 2013

FORM 4

**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).

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 *
STRICKLAND SAMUEL

2. Issuer Name and Ticker or Trading Symbol
Booz Allen Hamilton Holding Corp [BAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8283 GREENSBORO DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, CFO and CAO / Member of 13D Group

MCLEAN, VA 22102

(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. 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
Class A Common Stock	07/29/2013		M		66,167.4	A	\$ 0.01
					370,297.4	(1) D	
Class A Common Stock	07/29/2013		D		5.4	D	\$ 18.84
					370,292	(1) D	
Class A Common Stock	07/30/2013		M		37,040	A	\$ 4.28
					407,332	(1) D	
Class A Common	07/30/2013		M		9,000	A	\$ 6.45
					416,332	(1) D	

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Stock

Class A
Common
Stock

276,998

I

By Trust
(2)

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

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(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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 0.01	07/29/2013		M	66,167.4	(3) 09/15/2013	Class A Common Stock 66,167
Employee Stock Option (right to buy)	\$ 4.28	07/30/2013		M	12,350	(4) 11/19/2018	Class A Common Stock 12,350
Employee Stock Option (right to buy)	\$ 4.28	07/30/2013		M	8,650	(5) 11/19/2018	Class A Common Stock 8,650
Employee Stock Option (right to buy)	\$ 4.28	07/30/2013		M	16,040	(6) 11/19/2018	Class A Common Stock 16,040
Employee Stock Option (right to buy)	\$ 6.45 (7)	07/30/2013		M	3,000	(8) 04/29/2020	Class A Common Stock 3,000

buy)

Employee
Stock

Option	\$ 6.45 ⁽⁷⁾	07/30/2013	M	2,100	⁽⁹⁾	04/29/2020	Class A Common Stock	2,100
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Employee
Stock

Option	\$ 6.45 ⁽⁷⁾	07/30/2013	M	3,900	⁽¹⁰⁾	04/29/2020	Class A Common Stock	3,900
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRICKLAND SAMUEL 8283 GREENSBORO DRIVE MCLEAN, VA 22102	X		EVP, CFO and CAO	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Samuel Strickland

07/31/2013

__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).
- (1) Includes shares of Class A restricted common stock.
- (2) Shares held by the Samuel Strickland Revocable Trust.
- (3) The options reported in this transaction are fully vested and exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase at par value, one share of Class E special voting common stock for each option exercised.
- (4) These options vested and became exercisable on June 30, 2013 subject to the reporting person's continued employment.
- (5) These options vested and became exercisable on June 30, 2013 subject to the achievement of cumulative cash flow performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied.
- (6) These options vested and become exercisable on June 30, 2013 subject to the achievement of EBITDA performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied.
- (7) This option was previously reported with a strike price of \$12.81. As provided in the Amended and Restated Equity Incentive Plan, the strike price of this option was decreased by \$6.36 in connection with the special dividend that was paid by the issuer on August 31, 2012.
- (8) These options vest and become exercisable ratably on June 30, 2013, 2014 and 2015 subject to the reporting person's continued employment.
- (9) These options vest and become exercisable ratably on June 30, 2013, 2014 and 2015 subject to the achievement of cumulative cash flow performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain

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performance conditions are satisfied.

- These options vest and become exercisable ratably on June 30, 2013, 2014 and 2015 subject to the achievement of EBITDA
- (10) performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied.

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.