

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
KADISH RONALD T

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/05/11 for the Period Ending 06/30/11

Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
Telephone	703-902-5000
CIK	0001443646
Symbol	BAH

FORM 4

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

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

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**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Kadish Ronald T			Booz Allen Hamilton Holding Corp			_____ Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			___ X ___ Officer (give title below) ___ X ___ Other (specify below)		
8283 GREENBORO DRIVE			6/30/2011			Executive Vice President / Member of 13D Group		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MCLEAN, VA 22102						___ X ___ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/30/2011		M		18990	A	\$4.28	65970	D	
Class A Common Stock	6/30/2011		S		18990	D	\$18.9181 (1) (2)	46980	D	
Class A Common Stock	6/30/2011		M		3900	A	\$6.08	50880	D	
Class A Common Stock	6/30/2011		S		3900	D	\$18.9181 (1) (2)	46980	D	
Class A Common Stock	6/30/2011		M		2862	A	\$0.01	49842	D	
Class A Common Stock	6/30/2011		S		2862	D	\$18.9181 (1) (2)	46980	D	
Class A Common Stock	7/1/2011		A		4720	A	\$0.00	51700 (3)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.28	6/30/2011		M	6330	(4)	11/19/2018	Class A Common Stock	6330	\$0.00	12680	D	
Employee Stock Option (right to buy)	\$4.28	6/30/2011		M	8230	(5)	11/19/2018	Class A Common Stock	8230	\$0.00	16470	D	
Employee Stock Option (right to buy)	\$4.28	6/30/2011		M	4430	(6)	11/19/2018	Class A Common Stock	4430	\$0.00	8880	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$6.08	6/30/2011		M			3900	(7)	5/7/2019	Class A Common Stock	3900	\$0.00	11700	D	
Employee Stock Option (right to buy)	\$0.01	6/30/2011		M			2862	(8)	9/15/2011	Class A Common Stock	2862	\$0.00	0	D	

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2011.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.75 to \$19.23, inclusive. The reporting person undertakes to provide to Booz Allen Hamilton Holding Corporation, any of its security holders, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Includes 4,720 shares of Class A restricted common stock, one-third of which vests on each of July 1, 2012, 2013 and 2014.
- (4) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012 and 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (5) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable ratably on June 30, 2012 and 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (6) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable ratably on June 30, 2012 and 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (7) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, and 2014, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (8) The options reported in this transaction vested on June 30, 2011. All vested options must be exercised within 77 days following the exercise date unless the reporting person receives written consent from the issuer, in which case, such options may be exercised through the end of the year in which they become 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kadish Ronald T 8283 GREENBORO DRIVE MCLEAN, VA 22102			Executive Vice President	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Ronald T. Kadish

7/5/2011

** Signature of Reporting Person

Date

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

* 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.

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