

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**THOMPSON ELIZABETH M**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/27/11 for the Period Ending 10/17/11

Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
Telephone	703-902-5000
CIK	0001443646
Symbol	BAH
SIC Code	8742 - Management Consulting Services
Industry	Business Services
Sector	Services



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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (right to buy)</b>	(5)	4/1/2021	<b>Class A Common Stock</b>	<b>15000</b>	<b>\$18.29</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(6)	4/1/2021	<b>Class A Common Stock</b>	<b>19500</b>	<b>\$18.29</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(7)	4/1/2021	<b>Class A Common Stock</b>	<b>10500</b>	<b>\$18.29</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Includes 1,321 shares of restricted common stock, one-third of which vests ratably on June 30, 2012, 2013 and 2014.
- (2) 18,990 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012 and June 30, 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (3) 24,690 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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. 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.
- (4) 13,290 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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. 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.
- (5) The options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012, 2013, 2014, 2015 and 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (6) The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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.
- (7) The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Thompson Elizabeth M 8283 GREENBORO DRIVE MCLEAN, VA 22102</b>			<b>SVP &amp; Chief Personnel Officer</b>	<b>Member of 13D Group</b>

**Signatures**

**By:/s/ Terence E. Kaden as Attorney-in-Fact for Elizabeth M. Thompson**

**10/27/2011**

\*\* 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 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).

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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