

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**OSBORNE ROBERT STEPHEN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/05/13 for the Period Ending 09/04/13

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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Osborne Robert Stephen</b>  (Last) (First) (Middle)  <b>8283 GREENSBORO DRIVE</b>  (Street)  <b>MCLEAN, VA 22102</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Booz Allen Hamilton Holding Corp</b> <b>[ BAH ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>EVP &amp; General Counsel / Member of 13D Group</b>  <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/4/2013</b></p>		<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)

**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	9/4/2013		M		110970	A	\$6.45	132150 (1)	D	
Class A Common Stock	9/4/2013		S		110970	D	\$19.4151 (2)	21180 (1)	D	
Class A Common Stock	9/4/2013		M		18000	A	\$11.93	39180 (1)	D	
Class A Common Stock	9/4/2013		S		18000	D	\$19.4151 (2)	21180 (1)	D	
Class A Common Stock	9/4/2013		S		5855	D	\$19.6892 (3)	15325 (1)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$6.45	9/4/2013		M			36990	(4)	4/29/2020	Class A Common Stock	36990	\$0.00	24680	D	
Employee Stock Option (right to buy)	\$6.45	9/4/2013		M			48090	(5)	4/29/2020	Class A Common Stock	48090	\$0.00	32070	D	
Employee Stock Option (right to buy)	\$6.45	9/4/2013		M			25890	(6)	4/29/2020	Class A Common Stock	25890	\$0.00	17280	D	
Employee Stock Option (right to buy)	\$11.93	9/4/2013		M			6000	(7)	4/1/2021	Class A Common Stock	6000	\$0.00	9000	D	
Employee Stock Option (right to buy)	\$11.93	9/4/2013		M			7800	(8)	4/1/2021	Class A Common Stock	7800	\$0.00	11700	D	
Employee Stock Option (right to buy)	\$11.93	9/4/2013		M			4200	(9)	4/1/2021	Class A Common	4200	\$0.00	6300	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
										<b>Stock</b>					

**Explanation of Responses:**

- (1) Includes shares of Class A restricted common stock.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.31 to \$19.71, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.68 to \$19.72, 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.
- (4) The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014 and 2015. The remaining 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 and became exercisable on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 2014, and 2015, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (6) The options exercised in the reported transaction vested and became exercisable on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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 performance conditions are satisfied. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (7) The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2012, and 2013. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014, 2015, and 2016. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (8) The options exercised in the reported transaction vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (9) The options exercised in the reported transaction vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Osborne Robert Stephen 8283 GREENSBORO DRIVE MCLEAN, VA 22102</b>			<b>EVP &amp; General Counsel</b>	<b>Member of 13D Group</b>

**Signatures**

/s/ Terence E. Kaden, as Attorney-in-Fact for Robert S. Osborne

9/5/2013

\*\* 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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