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BOOZ ALLEN HAMILTON HOLDING CORP

Reported by

MAHAFFEE JOSEPH W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/04/16 for the Period Ending 11/02/16

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

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) 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)
MAHAFFEE JOSEPH W	**Booz Allen Hamilton Holding Corp [BAH]**	____ Director ____ 10% Owner
(Last) (First) (Middle) **8283 GREENSBORO DRIVE**	3. Date of Earliest Transaction (MM/DD/YYYY) **11/2/2016**	__ X __ Officer (give title below) ____ Other (specify below) **EVP, CAO and CISO**
(Street) **MCLEAN, VA 22102** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ 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. 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	**11/2/2016**		**M**		**40653** (1)	**A**	**$4.28**	**187163** (2)	**D**	
Class A Common Stock	**11/2/2016**		**S**		**40653** (3)	**D**	**$32.0443** (4)	**146510** (2)	**D**	
Class A Common Stock	**11/3/2016**		**M**		**19347** (1)	**A**	**$4.28**	**165857** (2)	**D**	
Class A Common Stock	**11/3/2016**		**S**		**19347** (3)	**D**	**$32.0117** (5)	**146510** (2)	**D**	
Class A Common Stock								**91795**	**I**	**By Trust** (6)

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)	**$4.28**	**11/2/2016**		**M**			**40653**	(7)	**11/19/2018**	**Class A Common Stock**	**40653.0**	**$0**	**189347**	**D**	
Employee Stock Option (right to buy)	**$4.28**	**11/3/2016**		**M**			**19347**	(7)	**11/19/2018**	**Class A Common Stock**	**19347.0**	**$0**	**170000**	**D**	

Explanation of Responses:

(1) The exercise of options reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 8, 2016.

(2) Includes shares of Class A restricted common stock and restricted stock units.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 8, 2016.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $32.00 to $32.12, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $32.00 to $32.08, 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.

(6) Shares held by the Joseph W. Mahaffee Revocable Trust.

(7) All options are currently vested. Options vested and became exercisable ratably on June 30, 2009, 2010, 2011, 2012 and 2013, subject to the Reporting Person's continued employment, and, in certain circumstances, achievement of EBITDA or cash flow performance goals.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHAFFEE JOSEPH W 8283 GREENSBORO DRIVE MCLEAN, VA 22102			**EVP, CAO and CISO**	

Signatures

By: /s/ Eric Mann, as Attorney-in-Fact for Joseph W. Mahaffee — **11/4/2016**

** 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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