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BOOZ ALLEN HAMILTON HOLDING CORP

Reported by

MAYER JOHN

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/16/10 for the Period Ending 11/16/10

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

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
MAYER JOHN	**11/16/2010**	**Booz Allen Hamilton Holding Corp [BAH]**
(Last) (First) (Middle) **8283 GREENSBORO DRIVE**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___ **X** ___ Officer (give title below) ___ **X** ___ Other (specify below) **Executive Vice President / Member of 13D Group**	
(Street) **MCLEAN, VA 22102** (City) (State) (Zip)	5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	**107510**	**D**	
Class E Special Voting Common Stock (1)	**140610**	**D**	

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			
Employee Stock Option (right to buy)	(2)	**11/19/2018**	**Class A Common Stock**	**61670**	**$4.28**	**D**	
Employee Stock Option (right to buy)	(3)	**11/19/2018**	**Class A Common Stock**	**80160**	**$4.28**	**D**	
Employee Stock Option (right to buy)	(4)	**11/19/2018**	**Class A Common Stock**	**43170**	**$4.28**	**D**	

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			
Employee Stock Option (right to buy)	(5)	**4/29/2020**	**Class A Common Stock**	**15000**	**$12.81**	**D**	
Employee Stock Option (right to buy)	(6)	**4/29/2020**	**Class A Common Stock**	**19500**	**$12.81**	**D**	
Employee Stock Option (right to buy)	(7)	**4/29/2020**	**Class A Common Stock**	**10500**	**$12.81**	**D**	
Employee Stock Option (right to buy)	**6/30/2011** (8)	**8/29/2011** (8)	**Class A Common Stock**	**49625.55**	**$0.01**	**D**	
Employee Stock Option (right to buy)	**6/30/2012** (8)	**8/29/2012** (8)	**Class A Common Stock**	**33083.70**	**$0.01**	**D**	
Employee Stock Option (right to buy)	**6/30/2013** (8)	**8/29/2013** (8)	**Class A Common Stock**	**33083.70**	**$0.01**	**D**	
Employee Stock Option (right to buy)	**6/30/2014** (8)	**8/29/2014** (8)	**Class A Common Stock**	**24812.776**	**$0.01**	**D**	
Class C Restricted Common Stock	(9)	(10)	**Class A Common Stock**	**61330**	(9)	**D**	

Explanation of Responses:

(1) Upon the exercise of an option described in footnote 8 below by the reporting person, 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.

(2) 24,660 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, 2011, 2012 and 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(3) 32,060 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(4) 17,260 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event 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, 2011, 2012, 2013, 2014 and 2015. 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, 2011, 2012, 2013, 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. Any unvested options at the time of a change in control event 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, 2011, 2012, 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 performance conditions are satisfied. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(8) Two-thirds of the options are currently vested. The remaining options vest on June 30, 2011. To the extent the options become vested, they become exercisable on the date set forth in the table above. All vested options must be exercised within 60 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.

(9) Two-thirds of the Class C restricted common stock is vested. The remainder vests on June 30, 2011. Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.

(10) N/A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYER JOHN 8283 GREENSBORO DRIVE MCLEAN, VA 22102			**Executive Vice President**	**Member of 13D Group**

Signatures

By: /s/ Terence E. Kaden, Attorney-in-Fact for John Mayer **11/16/2010**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of CG Appleby, Robert S. Osborne, Douglas S. Manya and Terence E. Kaden, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Booz Allen Hamilton Holding Corporation (the " Company "), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

power_mayer.DOC

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of October, 2010.

/s/ John Mayer _____
Signature

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