

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
DAHUT KAREN 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

FORM 3

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

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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		
Dahut Karen M			10/17/2011		Booz Allen Hamilton Holding Corp [BAH]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
8283 GREENBORO DRIVE			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Senior Vice President / Member of 13D Group				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
MCLEAN, VA 22102					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

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	61623 (1)	D	
Class E Special Voting Common Stock	89325	I	By Trust (2)

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			
Class C Restricted Common Stock	(3)	(4)	Class A Common Stock	13940	(3)	I	By Trust (2)
Employee Stock Option (right to buy)	6/30/2012 (5)	9/15/2012 (5)	Class A Common Stock	16128.302	\$0.01	D	
Employee Stock Option (right to buy)	6/30/2013 (5)	9/15/2013 (5)	Class A Common	24399.226	\$0.01	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			
			Stock				
Employee Stock Option (right to buy)	6/30/2014 (5)	9/15/2014 (5)	Class A Common Stock	24399.226	\$0.01	D	
Employee Stock Option (right to buy)	6/30/2015 (5)	9/15/2015 (5)	Class A Common Stock	24399.236	\$0.01	D	
Employee Stock Option (right to buy)	(6)	11/19/2018	Class A Common Stock	19010	\$4.28	D	
Employee Stock Option (right to buy)	(7)	11/19/2018	Class A Common Stock	24700	\$4.28	D	
Employee Stock Option (right to buy)	(8)	11/19/2018	Class A Common Stock	13310	\$4.28	D	
Employee Stock Option (right to buy)	(9)	5/7/2019	Class A Common Stock	12000	\$6.08	D	
Employee Stock Option (right to buy)	(10)	5/7/2019	Class A Common Stock	15600	\$6.08	D	
Employee Stock Option (right to buy)	(11)	5/7/2019	Class A Common Stock	8400	\$6.08	D	

Explanation of Responses:

- (1) Includes 4,720 shares of restricted common stock that vests ratably on June 30, 2012, 2013 and 2014.
- (2) Shares held by the Karen M. Dahut Trust.
- (3) Fifty percent of the shares of Class C restricted common stock have vested. The remaining shares vest ratably on June 30, 2012 and June 30, 2013. 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.
- (4) N/A
- (5) To the extent that the options become vested, they become exercisable on the date set forth above. 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 the 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.
- (6) 6,330 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.
- (7) 8,230 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.

- (8) 4,430 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.
- (9) 3,000 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, 2013, and 2014. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (10) 3,900 options are fully vested and exercisable. 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.
- (11) 2,100 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, and 2014, 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
Dahut Karen M 8283 GREENBORO DRIVE MCLEAN, VA 22102			Senior Vice President	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Karen M. Dahut

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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