

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
COOK KEVIN L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/27/16 for the Period Ending 05/25/16

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 4

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

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[] Check this box if no longer
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Form 5 obligations may
continue. See Instruction 1(b).

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

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)	
Cook Kevin L		Booz Allen Hamilton Holding Corp [BAH]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and CFO	
(Last) (First) (Middle) 8283 GREENSBORO DRIVE		3. Date of Earliest Transaction (MM/DD/YYYY) 5/25/2016			
(Street) MCLEAN, VA 22102		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	5/25/2016		M		31992	A	\$11.93	41754 (1)	D	
Class A Common Stock	5/25/2016		S		31992	D	\$29.1629 (2)	9762 (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)	\$11.93	5/25/2016		M		10664		(3)	4/1/2021	Class A Common Stock	10664.0	\$0	2669	D	
Employee Stock Option (right to buy)	\$11.93	5/25/2016		M		13864		(4)	4/1/2021	Class A Common Stock	13864.0	\$0	3470	D	
Employee Stock Option (right to buy)	\$11.93	5/25/2016		M		7464		(5)	4/1/2021	Class A Common Stock	7464.0	\$0	1869	D	

Explanation of Responses:

- (1) Includes shares of Class A restricted common stock and restricted stock units.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.14 to \$29.231368, 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) 10,664 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, on June 30, 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (4) 13,864 options are fully vested and exercisable. The remaining options are subject to vesting based on EBITDA performance goals and will be forfeited on June 30, 2016. In the event of a change in control event prior to June 30, 2016, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (5) 7,464 options are fully vested and exercisable. The remaining options will vest and become exercisable on June 30, 2016 based on the achievement of cumulative cash flow performance goals, subject to the reporting person's continued employment. In the event of a change in control event prior to June 30, 2016, 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

Cook Kevin L 8283 GREENSBORO DRIVE MCLEAN, VA 22102			EVP and CFO	
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Signatures

By: /s/ Eric Mann, as Attorney-in-Fact for Kevin L. Cook

5/27/2016

**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.

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.