

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**WILHELM RICHARD J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/29/14 for the Period Ending 05/27/14

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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## 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)		
<b>WILHELM RICHARD J</b>			<b>Booz Allen Hamilton Holding Corp</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span>		
<b>8283 GREENSBORO DRIVE</b>			<b>5/27/2014</b>			<b>Executive Vice President / Member of 13D Group</b>		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MCLEAN, VA 22102</b>						<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 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	5/27/2014		S		50000	D	\$23.7705 <sup>(1)</sup>	95133	I	By Trust <sup>(2)</sup>
Class A Common Stock	5/27/2014		M		18000	A	\$6.45	68978 <sup>(3)</sup>	D	
Class A Common Stock	5/27/2014		S		18000	D	\$23.784 <sup>(4)</sup>	50978 <sup>(3)</sup>	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$6.45	5/27/2014		M		4200	<sup>(5)</sup>	4/29/2020	Class A Common Stock	4200	\$0.00	4200	D	
Employee Stock Option (right to buy)	\$6.45	5/27/2014		M		7800	<sup>(6)</sup>	4/29/2020	Class A Common Stock	7800	\$0.00	7800	D	
Employee Stock Option (right to buy)	\$6.45	5/27/2014		M		6000	<sup>(7)</sup>	4/29/2020	Class A Common Stock	6000	\$0.00	6000	D	

**Explanation of Responses:**

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.75 to \$23.90, 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.
- (2) Shares held by the Richard J. Wilhelm Trust.
- (3) Includes shares of Class A restricted common stock.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.75 to \$23.88, 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) These options vested and became exercisable on June 30, 2012 and June 30, 2013. The remaining options vest and become exercisable ratably on June 30, 2014 and June 30, 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.
- (6) These options vested and became exercisable on June 30, 2012 and June 30, 2013. The remaining options vest and become exercisable ratably on June 30, 2014 and June 30, 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.
- (7) These options vested and became exercisable on June 30, 2012 and June 30, 2013. The remaining options vest and become exercisable ratably on June 30, 2014 and June 30, 2015, subject to the reporting person's continued employment.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>WILHELM RICHARD J 8283 GREENSBORO DRIVE MCLEAN, VA 22102</b>			<b>Executive Vice President</b>	<b>Member of 13D Group</b>

#### Signatures

**By: /s/ Terence E. Kaden, as Attorney-in-Fact for Richard J. Wilhelm**

**5/29/2014**

\*\* 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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