

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**LOGUE JOSEPH**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/17/11 for the Period Ending 08/09/11

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 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**

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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>LOGUE JOSEPH</b>			<b>Booz Allen Hamilton Holding Corp</b>			_____ Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			___ X ___ Officer (give title below) ___ X ___ Other (specify below)		
<b>8283 GREENSBORO DRIVE</b>			<b>8/9/2011</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>						___ X ___ Form filed by One Reporting Person ___ 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	8/9/2011		M		9000	A	\$12.81	23018	D	
Class A Common Stock	8/9/2011		M		19086.749	A	\$0.01	42104.749	D	
Class A Common Stock	8/9/2011		D		3.749	D	\$15.03	42101	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)	\$12.81	8/9/2011		M		3000		(1)	4/29/2020	Class A Common Stock	3000	\$ 0	12000	D	
Employee Stock Option (right to buy)	\$12.81	8/9/2011		M		3900		(2)	4/29/2020	Class A Common Stock	3900	\$ 0	15600	D	
Employee Stock Option (right to buy)	\$12.81	8/9/2011		M		2100		(3)	4/29/2020	Class A Common Stock	2100	\$ 0	8400	D	
Employee Stock Option (right to buy)	\$0.01	8/9/2011		M		19086.749		(4)	8/29/2011	Class A Common Stock	19086.749	\$ 0	0	D	

**Explanation of Responses:**

(1) The options exercised in the reported transaction 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, 2014, and 2015. Any unvested options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

- (2) The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, 2014, and 2015, subject to the achievement of EBITDA performance goals and 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.
- (3) The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 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. 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.
- (4) The options reported in this transaction are fully vested and 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>LOGUE JOSEPH 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 Joseph E. Logue**

**8/17/2011**

\*\* 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 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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