

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
MAHAFFEE JOSEPH W

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 05/15/12 for the Period Ending 03/31/12

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 5

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

ANNUAL 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 * MAHAFFEE JOSEPH W <small>(Last) (First) (Middle)</small> 8283 GREENSBORO DRIVE <small>(Street)</small> MCLEAN, VA 22102 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CISO & EVP / Member of 13D Group
3. Statement for Issuer's Fiscal Year Ended <small>(MM/DD/YYYY)</small> <p align="center">3/31/2012</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
4. If Amendment, Date Original Filed <small>(MM/DD/YYYY)</small>		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <small>(Instr. 3)</small>	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code <small>(Instr. 8)</small>	4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <small>(Instr. 3 and 4)</small>	6. Ownership Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	7. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
				Amount	(A) or (D)	Price			
Class E Special Voting Common Stock	9/30/2011		D4 (1)	52679	D	\$0.003	96591	I	By Trust (2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security <small>(Instr. 3)</small>	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code <small>(Instr. 8)</small>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>		6. Date Exercisable and Expiration Date <small>(MM/DD/YYYY)</small>		7. Title and Amount of Securities Underlying Derivative Security <small>(Instr. 3 and 4)</small>		8. Price of Derivative Security <small>(Instr. 5)</small>	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year <small>(Instr. 4)</small>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	11. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Upon the exercise of rollover options, the reporting person sold to the issuer, and it repurchased, at par value, one share of Class E special voting common stock for each option exercised.
- (2) Shares held by the Joseph W. Mahaffee Revocable Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHAFFEE JOSEPH W 8283 GREENSBORO DRIVE MCLEAN, VA 22102			CISO & EVP	Member of 13D Group

Signatures

By :/s/ Terence E. Kaden as Attorney-in-Fact for Joseph W. Mahaffee

5/15/2012

** 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.