

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**HOWELL LLOYD JR**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/12/12 for the Period Ending 12/11/12

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 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

<b>1. Name and Address of Reporting Person *</b>  <b>HOWELL LLOYD JR</b>  (Last) (First) (Middle)  <b>8283 GREENSBORO DRIVE</b>  (Street)  <b>MCLEAN, VA 22102</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Booz Allen Hamilton Holding Corp</b> <b>[ BAH ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Executive Vice President / Member of 13D Group</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/11/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

**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	12/11/2012		M		37219.158	A	\$0.01	82257.158 <sup>(1)</sup>	D	
Class A Common Stock	12/11/2012		S		16943	D	\$14.4177 <sup>(2)</sup>	65314.158 <sup>(1)</sup>	D	
Class A Common Stock	12/11/2012		D		4,158	D	\$14.54	65310 <sup>(1)</sup>	D	
Class A Common Stock	12/11/2012		M		34890	A	\$4.28	100200 <sup>(1)</sup>	D	
Class A Common Stock	12/11/2012		S		34890	D	\$14.4934 <sup>(3)</sup>	65310 <sup>(1)</sup>	D	
Class A Common Stock								36990	I	By Trust <sup>(4)</sup>

**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						
Employee Stock Option (right to buy)	\$0.01	12/11/2012		M		37219.158	(5)	12/15/2012	Class A Common Stock	37219.158	\$0.00	0	D	
Employee Stock Option (right to buy)	\$4.28	12/11/2012		M		25890	(6)	11/19/2018	Class A Common Stock	25890	\$0.00	8650	D	
Employee Stock Option (right to buy)	\$4.28	12/11/2012		M		9000	(7)	11/19/2018	Class A Common Stock	9000	\$0.00	55130	D	

**Explanation of Responses:**

- (1) Includes shares of Class A restricted common stock.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.3745 to \$14.4481, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.4288 to \$14.5742, 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.
- (4) Shares held by Lloyd W. Howell, Jr. Trust.
- (5) The options reported in this transaction vested on June 30, 2012. 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 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) These options reported in this transaction vested and became exercisable ratably on June 30, 2010, 2011 and 2012 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.
- (7) These options reported in this transaction vested and become exercisable on June 30, 2010 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HOWELL LLOYD JR</b> <b>8283 GREENSBORO DRIVE</b> <b>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 Lloyd Howell Jr.

12/12/2012

\*\* 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.

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