

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**SHRADER RALPH W**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/15 for the Period Ending 02/05/15

|           |   |
|-----------|---|
| Address   | 8283 GREENSBORO DRIVE<br>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  
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>SHRADER RALPH W</b>                    |         |          | <b>Booz Allen Hamilton Holding Corp</b>           |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
|   |         |          | <b>2/5/2015</b>                                   |  |  |   |  |  |
| 8283 GREENSBORO DRIVE                     |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| (Street)                                  |         |          |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |  |  |
| MCLEAN, VA 22102                          |         |          |   |  |  |   |  |  |
| (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            | 2/5/2015       |                                   | A                         |   | 1593<br>(1)   | A          | \$0.00 | 57096 (2)   | D  |   |
| Class A Common Stock            |                |                                   |                           |   |   |            |        | 1679076   | I  | By Trust (3)  |

**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 |  |   |  |  |
|  |  |                |                                   |                           |   |  |     |   |                 |   |                            |  |   |  |  |

**Explanation of Responses:**

- (1) Grant of 1,593 shares of Class A restricted common stock, which vests on July 31, 2015.
- (2) Includes shares of Class A restricted common stock.
- (3) Shares held by the Ralph W. Shrader Revocable Trust.

**Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHRADER RALPH W<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 | X             |           |         |       |

**Signatures**

By: /s/ Terence E. Kaden as Attorney-in-Fact for Ralph W. Shrader

2/6/2015

\*\* 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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