

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**DAHUT KAREN M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/02/15 for the Period Ending 06/30/15

|           |   |
|-----------|---|
| 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

**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).

## 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><br><br><b>Dahut Karen M</b><br><br>(Last) (First) (Middle)<br><br><b>8283 GREENSBORO DRIVE</b><br><br>(Street)<br><br><b>MCLEAN, VA 22102</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Booz Allen Hamilton Holding Corp</b><br><b>[ BAH ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Executive Vice President</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>6/30/2015</b></p>  |   | <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed</b><br>(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            | 6/30/2015      |                                   | F                         |   | 5551  | D          | \$25.24   | 207303 (1)   | D   |              |
| Class A Common Stock            | 7/1/2015       |                                   | A                         |   | 14561 (2)   | A          | \$0   | 221864 (1)   | D   |              |
| Class A Common Stock            |                |                                   |                           |   |   |            |   | 84883  | 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 |  |   |  |  |

**Explanation of Responses:**

- (1) Includes shares of Class A restricted common stock and restricted stock units.
- (2) Grant of restricted stock units under the Issuer's Amended and Restated Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock upon vesting. One-third of these restricted stock units are scheduled to vest and settle on each of June 30, 2016, 2017 and 2018.
- (3) Shares held by Karen M. Dahut Trust.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| <b>Dahut Karen M</b><br><b>8283 GREENSBORO DRIVE</b><br><b>MCLEAN, VA 22102</b> |               |           | <b>Executive Vice President</b> |       |

**Signatures**

**By: /s/ Douglas S. Manya, as Attorney-in-Fact for Karen Dahut**

**7/2/2015**

\*\* 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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