

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
MAHAFFEE JOSEPH W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 06/29/12

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

[] 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**

OMB APPROVAL
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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) | | |
| MAHAFFEE JOSEPH W | | | Booz Allen Hamilton Holding Corp | | | _____ Director _____ 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | _ <input checked="" type="checkbox"/> _ Officer (give title below) _____ Other (specify below) | | |
| 8283 GREENSBORO DRIVE | | | 6/29/2012 | | | CISO & EVP / Member of 13D Group | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| MCLEAN, VA 22102 | | | | | | _ <input checked="" type="checkbox"/> _ 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 | 6/29/2012 | | A | | 20035 (1) | A | \$0.00 | 86728 (2) | D | |
| Class A Common Stock | 7/2/2012 | | F | | 1653 | D | \$15.28 | 85075 (2) | D | |
| Class A Common Stock | | | | | | | | 39120 | 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 20,035 shares of Class A restricted common stock, which vests ratably on each of June 30, 2013, 2014, 2015.
- (2) Includes shares of Class A restricted common stock.
- (3) 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

7/3/2012

** 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.