

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
WILHELM RICHARD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/19/11 for the Period Ending 07/15/11

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

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				
Employee Stock Option (right to buy)	\$4.28	7/15/2011		M		1146	(5)	11/19/2018	Class A Common Stock	1146	\$0.00	62984	D	
Employee Stock Option (right to buy)	\$4.28	7/15/2011		M		8630	(6)	11/19/2018	Class A Common Stock	8630	\$0.00	25910	D	
Employee Stock Option (right to buy)	\$12.81	7/15/2011		M		2100	(7)	4/29/2020	Class A Common Stock	2100	\$0.00	8400	D	
Employee Stock Option (right to buy)	\$0.01	7/15/2011		M		34964	(8)	9/15/2011	Class A Common Stock	34964	\$0.00	3209.5	D	
Employee Stock Option (right to buy)	\$0.01	7/18/2011		M		3209.5	(8)	9/15/2011	Class A Common Stock	3209.5	\$0.00	0	D	

Explanation of Responses:

- (1) Shares held by the Richard J. Wilhelm Trust.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2011.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.75 to \$19.50, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.61 to \$18.72, 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.
- (5) The options exercised in the reported transaction, along with 30,914 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 2013, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (6) The options exercised in the reported transaction, along with 8,630 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, 2014, and 2015, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (7) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, 2014, and 2015, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (8) The options reported in this transaction vested on June 30, 2011. 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILHELM RICHARD J 8283 GREENBORO DRIVE MCLEAN, VA 22102			Executive Vice President	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Richard J. Wilhelm

7/19/2011

** 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.