

BOOZ ALLEN HAMILTON HOLDING CORP

Reported by
DAHUT KAREN M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/05/17 for the Period Ending 10/03/17

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|-----------|--|
| Address | 8283 GREENSBORO DRIVE MCLEAN, VA, 22102 |
| Telephone | 703-902-5000 |
| CIK | 0001443646 |
| Symbol | BAH |
| SIC Code | 8742 - Services-Management Consulting Services |
| Industry | IT Services & Consulting |
| Sector | Technology |

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

| | | | | | |
|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * Dahut Karen M (Last) (First) (Middle) 8283 GREENSBORO DRIVE (Street) MCLEAN, VA 22102 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President | |
| | | 3. Date of Earliest Transaction (MM/DD/YYYY) 10/3/2017 | | | |
| | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 10/3/2017 | | S | | 1692 (1) | D | \$38.019 (2) | 175743 (3) | D | |
| Class A Common Stock | 10/3/2017 | | S | | 3872 (4) | D | \$38.019 (2) | 93007 | I | By Trust (5) |
| Class A Common Stock | 10/4/2017 | | S | | 12421 (1) | D | \$38.016 (6) | 163322 (3) | D | |
| Class A Common Stock | 10/4/2017 | | S | | 28421 (4) | D | \$38.016 (6) | 64586 | I | By Trust (5) |

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:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 11, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.05, 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.
- Includes shares of Class A common stock and restricted stock units.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Karen M. Dahut Trust on August 11, 2017.
- Shares held by Karen M. Dahut Trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.03, 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.

Reporting Owners

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

Signatures

By: /s/ Udele Lin, as Attorney-in-Fact for Karen M. Dahut

 Signature of Reporting Person

10/5/2017

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.