

Edgar Filing: Booz Allen Hamilton Holding Corp - Form 4/A

Booz Allen Hamilton Holding Corp
Form 4/A
September 16, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dahut Karen M

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)

(Last) (First) (Middle)
8283 GREENSBORO DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Executive Vice President / Member of 13D
Group

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/14/2014

MCLEAN, VA 22102

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock	08/12/2014		M	24,316.516 (1)	A \$ 0.01 322,053.516 (2)	D	
Class A Common Stock	08/12/2014		S	24,315	D \$ 21.2574 (3)	297,738.516 (2)	D
Class A Common Stock	08/12/2014		D	1.516 (1)	D \$ 21.26 297,737 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 0.01	08/12/2014		M	24,316.516 (1)	(4) 09/15/2014	Class A Common Stock

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dahut Karen M
8283 GREENSBORO DRIVE
MCLEAN, VA 22102

Executive Vice President Member of 13D Group

Signatures

/s/ Terence E. Kaden as Attorney-in-Fact for Karen M.
Dahut

09/16/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This amendment is being filed to correct the number of securities acquired and disposed of by the reporting person in the original Form 4, which was timely filed on August 14, 2014. The fractional options exercised, totaling 1.516, were incorrectly stated as 84.226 in the original Form 4. The number of securities reported throughout this amendment have been adjusted downwards to reflect the correct number of fractional options exercised.

(2) Includes shares of Class A restricted common stock and restricted stock units.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.20 to \$21.34, 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)

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The options reported in this transaction became exercisable on June 30, 2014. All 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.

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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