

Booz Allen Hamilton Holding Corp  
Form 4  
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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAHAFFEE JOSEPH W

(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)

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

09/12/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

CAO &amp; EVP / Member of 13D Group

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 09/12/2014                              |                                                             | M                                    | 26,339.716                                                              | A \$ 0.01                                                                                                          | 114,355.716<br>(1)                                                      | D                                                                 |
| Class A<br>Common<br>Stock            | 09/12/2014                              |                                                             | D                                    | 4.716                                                                   | D \$<br>22.85                                                                                                      | 114,351 (1)                                                             | D                                                                 |
| Class A<br>Common<br>Stock            | 09/12/2014                              |                                                             | F                                    | 13,226                                                                  | D \$<br>22.85                                                                                                      | 101,125 (1)                                                             | D                                                                 |
| Class A<br>Common                     |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 91,795                                                                  | I By Trust<br>(2)                                                 |

Stock

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|----------------------------------------------------------------|--------------------|----------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)        | Date<br>Exercisable                                            | Expiration<br>Date | Title                      | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 0.01                                                               | 09/12/2014                              |                                                             | M                                       |                                                                                                        | 26,339.716                                                     | <u>(3)</u> | <u>(4)</u>                                                     | 09/15/2014         | Class A<br>Common<br>Stock | 26,339.716                 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| MAHAFFEE JOSEPH W<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 | CAO & EVP Member of 13D Group    |

## Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Joseph W. Mahaffee

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

(2) Shares held by the Joseph W. Mahaffee Revocable Trust

(3) Corrects error in the original vesting schedule reported on the reporting person's Form 3.

(4) The options reported in this transaction are fully vested and 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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