

WILHELM RICHARD J

Form 3

April 11, 2011

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

WILHELM RICHARD J

(Last) (First) (Middle)

8283 GREENSBORO DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/01/2011

3. Issuer Name and Ticker or Trading Symbol

Booz Allen Hamilton Holding Corp [BAH]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☒ Other

(give title below) (specify below)

Executive Vice President /
Member of 13D Group

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

36,990

D

A

Class E Special Voting Common Stock ⁽¹⁾

108,160

I

By Trust ⁽⁹⁾

Class A Common Stock

82,700

I

By Trust ⁽⁹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â <u>(2)</u>	11/19/2018	Class A Common Stock	49,340	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	11/19/2018	Class A Common Stock	64,130	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	11/19/2018	Class A Common Stock	34,540	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	04/29/2020	Class A Common Stock	15,000	\$ 12.81	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	04/29/2020	Class A Common Stock	19,500	\$ 12.81	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	04/29/2020	Class A Common Stock	10,500	\$ 12.81	D	Â
Employee Stock Option (right to buy)	06/30/2011 ⁽⁸⁾	09/15/2011	Class A Common Stock	38,173.5	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2012 ⁽⁸⁾	09/15/2012	Class A Common Stock	25,449	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2013 ⁽⁸⁾	09/15/2013	Class A Common Stock	25,449	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2014 ⁽⁸⁾	09/15/2014	Class A Common Stock	19,086.751	\$ 0.01	D	Â

Reporting Owners

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

Signatures

/s/ Terence E. Kaden, Attorney-in-Fact for Richard J. Wilhelm

04/11/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the exercise of an option described in footnote 8 below by the reporting person, 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.
12,330 of the options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2011, 2012 and 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (2) 16,030 of the options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
- (3) 8,630 of the options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 2012 and 2013 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
- (4) The options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2011, 2012, 2013, 2014 and 2015. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (5) The options vest and become exercisable ratably on June 30, 2011, 2012, 2013, 2014 and 2015 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
- (6) The options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
- (7) 41% of the options are fully vested. The remaining options vest on June 30, 2011. To the extent the options become vested, they become exercisable on the date set forth in the table above. 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.
- (8)
- (9) Shares held by the Richard J. Wilhelm Trust.

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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