

Booz Allen Hamilton Holding Corp
 Form 4
 September 05, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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, 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 * Osborne Robert Stephen			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)	3. Date of Earliest Transaction (Month/Day/Year) 09/04/2013	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) EVP & General Counsel / Member of 13D Group
8283 GREENSBORO DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)	MCLEAN, VA 22102			
(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. 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	09/04/2013		M		110,970	A	\$ 6.45 132,150 ⁽¹⁾
Class A Common Stock	09/04/2013		S		110,970	D	\$ 19,415 21,180 ⁽¹⁾ ⁽²⁾
Class A Common Stock	09/04/2013		M		18,000	A	\$ 11.93 39,180 ⁽¹⁾
	09/04/2013		S		18,000	D	21,180 ⁽¹⁾

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Class A Common Stock					\$ 19.4151 (2)		
Class A Common Stock	09/04/2013	S	5,855	D	\$ 19.6892 (3)	15,325 (1)	D

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	36,990	(4) 04/29/2020	Class A Common Stock	36,990	
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	48,090	(5) 04/29/2020	Class A Common Stock	48,090	
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	25,890	(6) 04/29/2020	Class A Common Stock	25,890	
Employee Stock Option (right to buy)	\$ 11.93	09/04/2013		M	6,000	(7) 04/01/2021	Class A Common Stock	6,000	
	\$ 11.93	09/04/2013		M	7,800	(8) 04/01/2021		7,800	

Employee Stock Option (right to buy)								Class A Common Stock	
Employee Stock Option (right to buy)	\$ 11.93	09/04/2013	M	4,200	<u>(9)</u>	04/01/2021		Class A Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osborne Robert Stephen 8283 GREENSBORO DRIVE MCLEAN, VA 22102			EVP & General Counsel	Member of 13D Group

Signatures

/s/ Terence E. Kaden, as Attorney-in-Fact for Robert S. Osborne

09/05/2013

__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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.31 to \$19.71, 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.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.68 to \$19.72, 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.

(3)

The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014 and 2015. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(4)

The options exercised in the reported transaction vested and became exercisable on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(5)

The options exercised in the reported transaction vested and became exercisable on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(6)

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- The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2012, and 2013. The remaining
- (7) options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014, 2015, and 2016. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

- The options exercised in the reported transaction vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 2014, 2015, and 2016 subject to the achievement of EBITDA performance goals and to the
- (8) reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

- The options exercised in the reported transaction vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 2014, 2015, and 2016 subject to the achievement of cumulative cash flow performance goals
- (9) and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

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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