

Booz Allen Hamilton Holding Corp  
Form 4  
December 07, 2016

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOWELL LLOYD JR**

(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]**

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

**12/06/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 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	12/06/2016		M	88,980 A	\$ 4.28 434,842 <sup>(1)</sup>	D	
Class A Common Stock	12/06/2016		S	88,980 D	\$ 37.794 <sup>(2)</sup> 345,862 <sup>(1)</sup>	D	
Class A Common Stock					36,990	I	By Trust <sup>(3)</sup>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.28	12/06/2016		M	88,980	<u>(4)</u> 11/19/2018	Class A Common Stock 88,980

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOWELL LLOYD JR 8283 GREENSBORO DRIVE MCLEAN, VA 22102	EVP and CFO

## Signatures

By: /s/ Jacob Bernstein, as Attorney-in-Fact for Lloyd Howell Jr.

12/07/2016

\*\*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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.78 to \$37.835593, 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) Shares held by Lloyd W. Howell, Jr. Trust.

(4)

## Edgar Filing: Booz Allen Hamilton Holding Corp - Form 4

All options are currently vested. Options vested and became exercisable ratably on June 30, 2009, 2010, 2011, 2012 and 2013, subject to the Reporting Person's continued employment, and, in certain circumstances, achievement of EBITDA or cash flow performance goals.

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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