

HENRY FRANCIS J JR
Form 4
December 14, 2012

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 *
HENRY FRANCIS J JR

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)
12/12/2012

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

(Street)
MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	12/12/2012		M	49,320 A	\$ 4.28	81,869 ⁽¹⁾	D
Class A Common Stock	12/12/2012		M	2,100 A	\$ 6.08	83,969 ⁽¹⁾	D
Class A Common Stock	12/12/2012		S	51,420 D	\$ 14.5029 ⁽²⁾	32,549 ⁽¹⁾	D
	12/13/2012		M	24,900 A	\$ 6.08	57,449 ⁽¹⁾	D

Class A
Common
Stock

Class A Common Stock	12/13/2012		S	24,900	D	\$ 14,4137 <u>(3)</u>	32,549 <u>(1)</u>	D
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Class A Common Stock							190,209	I	By Trust <u>(4)</u>
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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	12/12/2012		M	49,320	<u>(5)</u> 11/19/2018	Class A Common Stock 49,320
Employee Stock Option (right to buy)	\$ 6.08	12/12/2012		M	2,100	<u>(6)</u> 05/07/2019	Class A Common Stock 2,100
Employee Stock Option (right to buy)	\$ 6.08	12/13/2012		M	4,200	<u>(6)</u> 05/07/2019	Class A Common Stock 4,200
Employee Stock Option	\$ 6.08	12/13/2012		M	11,700	<u>(7)</u> 05/07/2019	Class A Common Stock 11,700

(right to buy)

Employee

Stock

Option	\$ 6.08	12/13/2012	M	9,000	(8)	05/07/2019	Class A Common Stock	9,000
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Reporting Owners

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

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Francis Henry, Jr. 12/14/2012

__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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.5020 to \$14.5230, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.2318 to \$14.5346, 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) Shares held by the Francis J. Henry, Jr. Trust
- (5) These options vested and became exercisable ratably on June 30, 2009, 2010, 2011 and 2012 subject to the reporting person's continued employment.
- (6) These options vested and became exercisable ratably on June 30, 2010, 2011 and 2012 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.
- (7) These options vested and become exercisable ratably on June 30, 2010, 2011 and 2012 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.
- (8) These options vested and became exercisable ratably on June 30, 2010, 2011 and 2012 subject to the reporting person's continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.