

STRICKLAND SAMUEL
Form 4
December 20, 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 *
STRICKLAND SAMUEL

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, CFO and CAO / Member of 13D Group

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/18/2012		M		147,960	A	\$ 4.28
Class A Common Stock	12/18/2012		M		18,000	A	\$ 6.45
Class A Common Stock					276,998	I	

By Trust
(2)

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	12/18/2012		M	49,320	<u>(3)</u> 11/19/2018	Class A Common Stock 49,320
Employee Stock Option (right to buy)	\$ 4.28	12/18/2012		M	34,520	<u>(4)</u> 11/19/2018	Class A Common Stock 34,520
Employee Stock Option (right to buy)	\$ 4.28	12/18/2012		M	64,120	<u>(5)</u> 11/19/2018	Class A Common Stock 64,120
Employee Stock Option (right to buy)	\$ 6.45 <u>(6)</u>	12/18/2012		M	6,000	<u>(7)</u> 04/29/2020	Class A Common Stock 6,000
Employee Stock Option (right to buy)	\$ 6.45 <u>(6)</u>	12/18/2012		M	4,200	<u>(8)</u> 04/29/2020	Class A Common Stock 4,200
Employee Stock Option (right to buy)	\$ 6.45 <u>(6)</u>	12/18/2012		M	7,800	<u>(9)</u> 04/29/2020	Class A Common Stock 7,800

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRICKLAND SAMUEL 8283 GREENSBORO DRIVE MCLEAN, VA 22102	X		EVP, CFO and CAO	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Samuel Strickland 12/20/2012

__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) Shares held by the Samuel Strickland Revocable Trust.
- (3) These options vested and became exercisable ratably on June 30, 2009, 2010, 2011 and 2012 subject to the reporting person's continued employment.
These options vested and became exercisable ratably on June 30, 2009, 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.
- (4) These options vested and become exercisable ratably on June 30, 2009, 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.
- (5) This option was previously reported with a strike price of \$12.81. As provided in the Amended and Restated Equity Incentive Plan, the strike price of this option was decreased by \$6.36 in connection with the special dividend that was paid by the issuer on August 31, 2012.
- (6) These options vested and became exercisable ratably on June 30, 2011 and 2012 subject to the reporting person's continued employment.
These options vested and became exercisable ratably on June 30, 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, 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 become exercisable ratably on June 30, 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.
- (9) These options vested and become exercisable ratably on June 30, 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.

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.