

Kadish Ronald T
Form 3
April 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Kadish Ronald T
(Last) (First) (Middle)

8283 GREENSBORO DRIVE
(Street)

MCLEAN,Â VAÂ 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 Issuer

(Check all applicable)

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

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

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 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

46,980

D Â

Class E Special Voting Common Stock ⁽¹⁾

28,630

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 Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(2)</u>	11/19/2018	Class A Common Stock	19,010	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	11/19/2018	Class A Common Stock	24,700	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	11/19/2018	Class A Common Stock	13,310	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	05/07/2019	Class A Common Stock	12,000	\$ 6.08	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	05/07/2019	Class A Common Stock	15,600	\$ 6.08	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	05/07/2019	Class A Common Stock	8,400	\$ 6.08	D	Â
Employee Stock Option (right to buy)	06/30/2011 ⁽⁸⁾	09/15/2011	Class A Common Stock	2,863.012	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2012 ⁽⁸⁾	09/15/2012	Class A Common Stock	4,652.394	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2013 ⁽⁸⁾	09/15/2013	Class A Common Stock	7,038.237	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2014 ⁽⁸⁾	09/15/2014	Class A Common Stock	7,038.237	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2015 ⁽⁸⁾	09/15/2015	Class A Common Stock	7,038.245	\$ 0.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kadish Ronald T 8283 GREENSBORO DRIVE	Â	Â	Â Executive Vice President	Member of 13D Group

MCLEAN, VA 22102

Signatures

/s/ Terence E. Kaden, Attorney-in-Fact for Ronald T.
Kadish

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.
- (2) The 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.
The 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) The 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 and 2014. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
The options vest and become exercisable ratably on June 30, 2011, 2012, 2013 and 2014 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 and 2014 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) Fifty percent of the options vest on June 30, 2011, and twenty-five percent vest on each of June 30, 2012 and June 30, 2013. 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) Shares held by the Ronald T. Kadish Trust.
- (9)

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.