

GERENCSE MARK J

Form 4

December 31, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERENCSE MARK J

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)

12/27/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)

Executive Vice President / Member of 13D
Group

(Street)

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

MCLEAN, VA 22102

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/27/2012		M		27,990	A	\$ 4.28
					125,398 ⁽¹⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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	12/27/2012		M		9,330		<u>(2)</u>	11/19/2018	Class A Common Stock	9,330
Employee Stock Option (right to buy)	\$ 4.28	12/27/2012		M		6,530		<u>(3)</u>	11/19/2018	Class A Common Stock	6,530
Employee Stock Option (right to buy)	\$ 4.28	12/27/2012		M		12,130		<u>(4)</u>	11/19/2018	Class A Common Stock	12,130

Reporting Owners

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

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Mark J. Gerencser 12/31/2012

__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) These options vested and became exercisable on June 30, 2012 subject to the reporting person's continued employment.
- (3) These options vested and became exercisable on June 30, 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

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satisfied.

- These options vested and become exercisable on June 30, 2012 subject to the achievement of EBITDA performance goals and to the
- (4) 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.

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