

Booz Allen Hamilton Holding Corp  
 Form 4  
 September 16, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MAHAFFEE JOSEPH W**

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)  
**09/12/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
**CAO & EVP / Member of 13D Group**

**MCLEAN, VA 22102**  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 09/12/2014                           |  | M                              |   | 26,339.716  | A  | \$ 0.01   |
|                                 |                                      |  |                                |   |   |  | 114,355.716 <sup>(1)</sup>                            |
| Class A Common Stock            | 09/12/2014                           |  | D                              |   | 4.716   | D  | \$ 22.85  |
|                                 |                                      |  |                                |   |   |  | 114,351 <sup>(1)</sup>                                |
| Class A Common Stock            | 09/12/2014                           |  | F                              |   | 13,226  | D  | \$ 22.85  |
|                                 |                                      |  |                                |   |   |  | 101,125 <sup>(1)</sup>                                |
| Class A Common                  |                                      |  |                                |   |   |  | 91,795  |
|                                 |                                      |  |                                |   |   | I  | By Trust <sup>(2)</sup>                               |

Stock

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

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**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Employee Stock Option (right to buy)       | \$ 0.01  | 09/12/2014                           |  | M                              | 26,339.716<br>(3)   | (4) 09/15/2014   | Class A Common Stock 26,339.716                             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |           |                     |
|--|---------------|-----------|-----------|---------------------|
|  | Director      | 10% Owner | Officer   | Other               |
| MAHAFFEE JOSEPH W<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 |               |           | CAO & EVP | Member of 13D Group |

## Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Joseph W. Mahaffee 09/16/2014

\_\_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.
- (2) Shares held by the Joseph W. Mahaffee Revocable Trust
- (3) Corrects error in the original vesting schedule reported on the reporting person's Form 3.
- (4) The options reported in this transaction are fully vested and 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.

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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