

LOGUE JOSEPH
Form 4
August 17, 2011

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 *
LOGUE JOSEPH

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)
08/09/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) 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)
____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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/09/2011		M	9,000	A \$ 12.81	23,018	D
Class A Common Stock	08/09/2011		M	19,086.749	A \$ 0.01	42,104.749	D
Class A Common Stock	08/09/2011		D	3,749	D \$ 15.03	42,101	D

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

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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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Owned (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	3,000	<u>(1)</u>	04/29/2020	Class A Common Stock	3,000
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	3,900	<u>(2)</u>	04/29/2020	Class A Common Stock	3,900
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	2,100	<u>(3)</u>	04/29/2020	Class A Common Stock	2,100
Employee Stock Option (right to buy)	\$ 0.01	08/09/2011		M	19,086.749	<u>(4)</u>	08/29/2011	Class A Common Stock	19,086.749

Reporting Owners

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

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Joseph E.
Logue

08/17/2011

__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).

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable,
(1) subject to the reporting person's continued employment, ratably on June 30, 2012, 2013, 2014, and 2015. Any unvested options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable
(2) ratably on June 30, 2012, 2013, 2014, and 2015, subject to the achievement of EBITDA performance goals and the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event, if certain conditions are met.

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable
(3) ratably on June 30, 2012, 2013, 2014, and 2015, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.

(4) The options reported in this transaction are fully vested and exercisable. Upon the 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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