

Booz Allen Hamilton Holding Corp
 Form 4
 February 13, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
WILHELM RICHARD J
 (Last) (First) (Middle)
 8283 GREENSBORO DRIVE
 (Street)
 MCLEAN, VA 22102
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Booz Allen Hamilton Holding Corp [BAH]

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2014

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President / Member of 13D Group

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	Price	
Class A Common Stock	02/11/2014		M	29,630 A	\$ 4.28	80,608 ⁽¹⁾	D
Class A Common Stock	02/11/2014		S	29,630 D	\$ 18.2357 ⁽²⁾	50,978 ⁽¹⁾	D
Class A Common Stock						145,133	I <u>By Trust</u> ⁽³⁾

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.28	02/11/2014		M	17,280	<u>(4)</u> 11/19/2018	Class A Common Stock	17,280
Employee Stock Option (right to buy)	\$ 4.28	02/11/2014		M	12,350	<u>(5)</u> 11/19/2018	Class A Common Stock	12,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILHELM RICHARD 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 Richard J. Wilhelm
Date: 02/13/2014

**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.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.20 to \$18.28, inclusive. The reporting person undertakes to provide to Booz Allen Hamilton Holding Corporation, any of its security holders, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
 - (3) Shares held by the Richard J. Wilhelm Trust.
These options vested and became exercisable on June 30, 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.
 - (4)
 - (5) The options vested and became exercisable on June 30, 2013, subject to the reporting person's continued employment.

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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