

WILHELM RICHARD J
 Form 4
 July 19, 2011

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

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 GREENBORO DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2011

____ Director _____ 10% Owner
 Officer (give title below) Other (specify 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)
 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					82,700	I	By Trust (1)
Class A Common Stock	07/15/2011		M		9,776	A	\$ 4.28 60,784
Class A Common Stock	07/15/2011		S(2)		9,776	D	\$ 18.9032 51,008 (3)
	07/15/2011		M		2,100	A	\$ 12.81 53,108

Class A Common Stock								
Class A Common Stock	07/15/2011		S ⁽²⁾	2,100	D	\$ 18.9032 ⁽³⁾	51,008	D
Class A Common Stock	07/15/2011		M	34,964	A	\$ 0.01	85,972	D
Class A Common Stock	07/15/2011		S ⁽²⁾	34,964	D	\$ 18.9032 ⁽³⁾	51,008	D
Class A Common Stock	07/18/2011		M	3,205	A	\$ 0.01	54,213	D
Class A Common Stock	07/18/2011		S ⁽²⁾	3,205	D	\$ 18.6723 ⁽⁴⁾	51,008	D
Class A Common Stock	07/18/2011		M	4.5	A	\$ 0.01	51,012.5	D
Class A Common Stock	07/18/2011		D	4.5	D	\$ 18.65	51,008	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 4.28	07/15/2011		M	1,146	⁽⁵⁾	11/19/2018	Class A Common	1,146

Option (right to buy)								Stock	
Employee Stock Option (right to buy)	\$ 4.28	07/15/2011	M	8,630	<u>(6)</u>	11/19/2018	Class A Common Stock	8,630	
Employee Stock Option (right to buy)	\$ 12.81	07/15/2011	M	2,100	<u>(7)</u>	04/29/2020	Class A Common Stock	2,100	
Employee Stock Option (right to buy)	\$ 0.01	07/15/2011	M	34,964	<u>(8)</u>	09/15/2011	Class A Common Stock	34,964	
Employee Stock Option (right to buy)	\$ 0.01	07/18/2011	M	3,209.5	<u>(8)</u>	09/15/2011	Class A Common Stock	3,209.5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILHELM RICHARD J 8283 GREENBORO 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

07/19/2011

__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).

(1) Shares held by the Richard J. Wilhelm Trust.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2011.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.75 to \$19.50, 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.

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(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.61 to \$18.72, 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.

(5) The options exercised in the reported transaction, along with 30,914 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 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. 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.

(6) The options exercised in the reported transaction, along with 8,630 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable 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.

(7) The options exercised in the reported transaction vested on June 30, 2011. The remaining options vest and become exercisable 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.

(8) The options reported in this transaction vested on June 30, 2011. 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.

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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