

WILHELM RICHARD J
Form 3
April 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| WILHELM RICHARD J | | (Month/Day/Year) | Booz Allen Hamilton Holding Corp [BAH] | |
| (Last) | (First) | (Middle) | 04/01/2011 | |
| 8283 GREENSBORO DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MCLEAN, VA 22102 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President / Member of 13D Group | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Class A Common Stock | 36,990 | D | W |
| Class E Special Voting Common Stock ⁽¹⁾ | 108,160 | I | By Trust ⁽⁹⁾ |
| Class A Common Stock | 82,700 | I | By Trust ⁽⁹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|-------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (right to buy) | Â (2) | 11/19/2018 | Class A Common Stock | 49,340 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/19/2018 | Class A Common Stock | 64,130 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 11/19/2018 | Class A Common Stock | 34,540 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 04/29/2020 | Class A Common Stock | 15,000 | \$ 12.81 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 04/29/2020 | Class A Common Stock | 19,500 | \$ 12.81 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 04/29/2020 | Class A Common Stock | 10,500 | \$ 12.81 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2011 ⁽⁸⁾ | 09/15/2011 | Class A Common Stock | 38,173.5 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2012 ⁽⁸⁾ | 09/15/2012 | Class A Common Stock | 25,449 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2013 ⁽⁸⁾ | 09/15/2013 | Class A Common Stock | 25,449 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2014 ⁽⁸⁾ | 09/15/2014 | Class A Common Stock | 19,086.751 | \$ 0.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| WILHELM RICHARD J 8283 GREENSBORO DRIVE MCLEAN, VA 22102 | Â | Â | Â Executive Vice President | Member of 13D Group |

Signatures

/s/ Terence E. Kaden, Attorney-in-Fact for Richard J. Wilhelm

04/11/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the exercise of an option described in footnote 8 below by the reporting person, 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.
12,330 of the options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2011, 2012 and 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
 - (2) 16,030 of the options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
 - (3) 8,630 of the options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
 - (4) The options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2011, 2012, 2013, 2014 and 2015. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
 - (5) The options vest and become exercisable ratably on June 30, 2011, 2012, 2013, 2014 and 2015 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
 - (6) The options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.
 - (7) 41% of the options are fully vested. The remaining options vest on June 30, 2011. To the extent the options become vested, they become exercisable on the date set forth in the table above. 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.
 - (8) Shares held by the Richard J. Wilhelm Trust.
 - (9)

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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