

Booz Allen Hamilton Holding Corp
 Form 4
 September 05, 2013

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 *
 Osborne Robert Stephen

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)
 09/04/2013

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 EVP & General Counsel / 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. 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	09/04/2013		M		110,970	A	\$ 6.45 132,150 ⁽¹⁾
Class A Common Stock	09/04/2013		S		110,970	D	\$ 19,415 21,180 ⁽¹⁾ ⁽²⁾
Class A Common Stock	09/04/2013		M		18,000	A	\$ 11.93 39,180 ⁽¹⁾
	09/04/2013		S		18,000	D	21,180 ⁽¹⁾

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Class A Common Stock					\$ 19.4151 <u>(2)</u>		
Class A Common Stock	09/04/2013	S	5,855	D	\$ 19.6892 <u>(3)</u>	15,325 <u>(1)</u>	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	36,990	<u>(4)</u> 04/29/2020	Class A Common Stock	36,990
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	48,090	<u>(5)</u> 04/29/2020	Class A Common Stock	48,090
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	25,890	<u>(6)</u> 04/29/2020	Class A Common Stock	25,890
Employee Stock Option (right to buy)	\$ 11.93	09/04/2013		M	6,000	<u>(7)</u> 04/01/2021	Class A Common Stock	6,000
	\$ 11.93	09/04/2013		M	7,800	<u>(8)</u> 04/01/2021		7,800

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- The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2012, and 2013. The remaining
- (7) options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014, 2015, and 2016. The remaining 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 vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 2014, 2015, and 2016 subject to the achievement of EBITDA performance goals and to the
- (8) reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. The remaining 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 vested and became exercisable on June 30, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 2014, 2015, and 2016 subject to the achievement of cumulative cash flow performance goals
- (9) and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

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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