

Booz Allen Hamilton Holding Corp
 Form 4
 February 23, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHRADER RALPH W

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/20/2015 | | M | 140,000 | A \$ 4.28 | 197,096 ⁽¹⁾ | D |
| Class A Common Stock | 02/20/2015 | | D | 140,000 | D \$ 30.1174 ⁽²⁾ | 57,096 ⁽¹⁾ | D |
| Class A Common Stock | | | | | | 1,679,076 | 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 | 02/20/2015 | | M | 46,670 | <u>(4)</u> 03/01/2015 | Class A Common Stock | 46,670 |
| Employee Stock Option (right to buy) | \$ 4.28 | 02/20/2015 | | M | 32,670 | <u>(5)</u> 03/01/2015 | Class A Common Stock | 32,670 |
| Employee Stock Option (right to buy) | \$ 4.28 | 02/20/2015 | | M | 60,660 | <u>(6)</u> 03/01/2015 | Class A Common Stock | 60,660 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHRADER RALPH W 8283 GREENSBORO DRIVE MCLEAN, VA 22102 | | | X | |

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Ralph W. Shrader

02/23/2015

__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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.10 to \$30.22, 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.

(3) Shares held by Ralph W. Shrader Revocable Trust.

(4) These options vested and became exercisable on June 30, 2009, 2010, 2011, 2012 and 2013 subject to the reporting person's continued employment.

(5) These options vested and became exercisable on June 30, 2009, 2010, 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.

(6) These options vested and became exercisable on June 30, 2009, 2010, 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.

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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