

HENRY FRANCIS J JR  
Form 4  
December 14, 2012

**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 \*  
HENRY FRANCIS J JR

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)  
12/12/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 12/12/2012                           |  | M                              | 49,320 A  | \$ 4.28   | 81,869 <sup>(1)</sup>                                    | D   |
| Class A Common Stock            | 12/12/2012                           |  | M                              | 2,100 A   | \$ 6.08   | 83,969 <sup>(1)</sup>                                    | D   |
| Class A Common Stock            | 12/12/2012                           |  | S                              | 51,420 D  | \$ 14.5029 <sup>(2)</sup>   | 32,549 <sup>(1)</sup>                                    | D   |
|                                 | 12/13/2012                           |  | M                              | 24,900 A  | \$ 6.08   | 57,449 <sup>(1)</sup>                                    | D   |

Class A  
Common  
Stock

|                            |            |  |   |        |   |                             |                   |   |
|----------------------------|------------|--|---|--------|---|-----------------------------|-------------------|---|
| Class A<br>Common<br>Stock | 12/13/2012 |  | S | 24,900 | D | \$<br>14,4137<br><u>(3)</u> | 32,549 <u>(1)</u> | D |
|----------------------------|------------|--|---|--------|---|-----------------------------|-------------------|---|

|                            |  |  |  |  |  |  |         |   |                        |
|----------------------------|--|--|--|--|--|--|---------|---|------------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  |  | 190,209 | I | By Trust<br><u>(4)</u> |
|----------------------------|--|--|--|--|--|--|---------|---|------------------------|

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

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SEC 1474  
(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 Option (right to buy)       | \$ 4.28  | 12/12/2012                           |  | M                              | 49,320  | <u>(5)</u> 11/19/2018                                    | Class A Common Stock 49,320                                   |
| Employee Stock Option (right to buy)       | \$ 6.08  | 12/12/2012                           |  | M                              | 2,100   | <u>(6)</u> 05/07/2019                                    | Class A Common Stock 2,100                                    |
| Employee Stock Option (right to buy)       | \$ 6.08  | 12/13/2012                           |  | M                              | 4,200   | <u>(6)</u> 05/07/2019                                    | Class A Common Stock 4,200                                    |
| Employee Stock Option                      | \$ 6.08  | 12/13/2012                           |  | M                              | 11,700  | <u>(7)</u> 05/07/2019                                    | Class A Common Stock 11,700                                   |

(right to buy)

Employee

Stock

Option \$ 6.08

12/13/2012

M

9,000

(8)

05/07/2019

Class A

Common

9,000

(right to buy)

Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HENRY FRANCIS J JR  
8283 GREENSBORO DRIVE  
MCLEAN, VA 22102

Executive Vice President Member of 13D Group

## Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Francis Henry, Jr.

12/14/2012

\_\_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 \$14.5020 to \$14.5230, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.2318 to \$14.5346, 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.

(4) Shares held by the Francis J. Henry, Jr. Trust

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

(6) These options vested and became exercisable ratably on June 30, 2010, 2011 and 2012 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.

(7) These options vested and become exercisable ratably on June 30, 2010, 2011 and 2012 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.

(8) These options vested and became exercisable ratably on June 30, 2010, 2011 and 2012 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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