

Booz Allen Hamilton Holding Corp  
 Form 4  
 September 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Osborne Robert Stephen			Booz Allen Hamilton Holding Corp [BAH]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Other (specify below) EVP & General Counsel / Member of 13D Group
8283 GREENSBORO DRIVE			09/04/2013	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
MCLEAN, VA 22102				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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
Class A Common Stock	09/04/2013		S		110,970	D	\$ 19,4151
Class A Common Stock	09/04/2013		M		18,000	A	\$ 11.93
	09/04/2013		S		18,000	D	

Edgar Filing: Booz Allen Hamilton Holding Corp - Form 4

Class A Common Stock					\$ 19.4151 (2)		
Class A Common Stock	09/04/2013	S	5,855	D	\$ 19.6892 (3)	15,325 (1)	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	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	(4) 04/29/2020	Class A Common Stock	36,990
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	48,090	(5) 04/29/2020	Class A Common Stock	48,090
Employee Stock Option (right to buy)	\$ 6.45	09/04/2013		M	25,890	(6) 04/29/2020	Class A Common Stock	25,890
Employee Stock Option (right to buy)	\$ 11.93	09/04/2013		M	6,000	(7) 04/01/2021	Class A Common Stock	6,000
	\$ 11.93	09/04/2013		M	7,800	(8) 04/01/2021		7,800

Employee Stock Option (right to buy)								Class A Common Stock	
Employee Stock Option (right to buy)	\$ 11.93	09/04/2013	M	4,200	<u>(9)</u>	04/01/2021		Class A Common Stock	4,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osborne Robert Stephen 8283 GREENSBORO DRIVE MCLEAN, VA 22102			EVP & General Counsel	Member of 13D Group

## Signatures

/s/ Terence E. Kaden, as Attorney-in-Fact for Robert S. Osborne	09/05/2013
__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.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.31 to \$19.71, 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.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.68 to \$19.72, 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.
  - (3) The options exercised in the reported transaction vested and became exercisable, ratably on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2014 and 2015. 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, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
  - (4) The options exercised in the reported transaction vested and became exercisable on June 30, 2011, 2012, and 2013. The remaining options vest and become exercisable ratably on June 30, 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. The remaining options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

## Edgar Filing: Booz Allen Hamilton Holding Corp - Form 4

- 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.