Booz Allen Hamilton Holding Corp
Form 4
May 27, 2016

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 *
Cook Kevin L

(Last) (First) (Middle)

8283 GREENSBORO DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Booz Allen Hamilton Holding Corp [BAH]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/25/2016		M		31,992	A	$ 11.93	41,754 (1)	D	
Class A Common Stock	05/25/2016		S		31,992	D	$ 29.1629 (2)	9,762 (1)	D	

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

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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)	$ 11.93	05/25/2016		M			10,664	(3)	04/01/2021	Class A Common Stock	10,664
Employee Stock Option (right to buy)	$ 11.93	05/25/2016		M			13,864	(4)	04/01/2021	Class A Common Stock	13,864
Employee Stock Option (right to buy)	$ 11.93	05/25/2016		M			7,464	(5)	04/01/2021	Class A Common Stock	7,464

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Kevin L 8283 GREENSBORO DRIVE MCLEAN, VA 22102			EVP and CFO	

Signatures

By: /s/ Eric Mann, as Attorney-in-Fact for Kevin L. Cook	05/27/2016
**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 and restricted stock units.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $29.14 to $29.231368, 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) 10,664 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment,on June 30, 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(4) 13,864 options are fully vested and exercisable. The remaining options are subject to vesting based on EBITDA performance goals and will be forfeited on June 30, 2016. In the event of a change in control event prior to June 30, 2016, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.

(5) 7,464 options are fully vested and exercisable. The remaining options will vest and become exercisable on June 30, 2016 based on the achievement of cumulative cash flow performance goals, subject to the reporting person's continued employment. In the event of a change in control event prior to June 30, 2016, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.

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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