SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

0	Check this box if no longer subject to
	Section 16. Form 4 or Form 5
0	obligations may continue. See
	nstruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1	lress of Reporting		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)					
ROZANSKI HORACIO				X	Director	10% Owner				
(Last) (First) (Middle) 8283 GREENSBORO DRIVE		(Middle) E	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2015		Officer (give title below) President an	Other (specify below)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Ind Line)	ividual or Joint/Group Fili	ng (Check Applicable				
MCLEAN	VA	22102		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting				
		Table I - Non-De	erivative Securities Acquired, Disposed of, or Benef	icially	Owned					

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Class A Common Stock	06/10/2015		М		50,000	Α	\$4.28	650,406 ⁽¹⁾	D	

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.28	06/10/2015		М		37,010		(2)	11/19/2018	Class A Common Stock	37,010	\$0	0	D	
Employee Stock Option (right to buy)	\$4.28	06/10/2015		М		12,990		(3)	11/19/2018	Class A Common Stock	12,990	\$0	0	D	

Explanation of Responses:

1. Includes shares of Class A restricted common stock and restricted stock units.

2. These options vested and became exercisable on June 30, 2011, 2012, and 2013 subject to the reporting person's continued employment.

3. These options vested and became exercisable on June 30, 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.

Remarks:

By: /s/ Douglas S. Manya as Attorney-in-Fact for Horacio D. 06/12/2015 <u>Rozanski</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.