

**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

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
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).

<p>1. Name and Address of Reporting Person*</p> <p><u>HOWELL LLOYD JR</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>8283 GREENSBORO DRIVE</u></p> <hr/> <p>(Street)</p> <p><u>MCLEAN VA 22102</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Booz Allen Hamilton Holding Corp [ BAH ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/15/2015</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director _____ 10% Owner _____</p> <p>Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____</p> <p style="text-align: center;"><u>Executive Vice President</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person _____</p>
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**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/15/2015		M		56,496.799	A	\$0.01	396,043.799 <sup>(1)</sup>	D	
Class A Common Stock	09/15/2015		D		3.799	D	\$27.03	396,040 <sup>(1)</sup>	D	
Class A Common Stock	09/15/2015		S		28,555	D	\$26.825 <sup>(2)</sup>	367,485 <sup>(1)</sup>	D	
Class A Common Stock								36,990	I	By Trust <sup>(3)</sup>

**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 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
Employee Stock Option (right to buy)	\$0.01	09/15/2015		M			56,496.799	(4)	09/15/2015	Class A Common Stock	56,496.799	\$0	0	D	

**Explanation of Responses:**

- Includes shares of Class A restricted common stock and restricted stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.73 to \$26.96, 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.
- Shares held by Lloyd W. Howell, Jr. Trust.
- The options reported in this transaction became exercisable on June 30, 2015. All options must be exercised within 77 days following the exercise date unless the reporting person receives written consent from the issuer, in which case, such options may be exercised through the end of the year in which they become exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase at par value, one share of Class E special voting common stock for each option exercised.

**Remarks:**

By: /s/ Douglas S. Manya as  
Attorney-in-Fact for Lloyd 09/16/2015  
Howell Jr.

\*\* 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.**