SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person
APPLEBY CG

(Last) MCLEAN
(First) VA
(Middle) 22102
8283 GREENSBORO DRIVE

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

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

10% Owner X
Director X
EVP / Member of 13D Group

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2011</td>
<td>M</td>
<td>156,680</td>
<td>A</td>
<td>$0.00</td>
<td>1,375,707</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2011</td>
<td>$</td>
<td>156,680</td>
<td>D</td>
<td>$18,536</td>
<td>1,219,027</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2011</td>
<td>$</td>
<td>10,335</td>
<td>D</td>
<td>$18,536</td>
<td>1,208,692</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class C Restricted Common Stock</td>
<td>$9.00</td>
<td>07/21/2011</td>
<td>M</td>
<td>156,680</td>
<td>(3) (4)</td>
<td>Class A Common Stock</td>
<td>156,680</td>
<td>$0.00</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2011.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $18.50 to $18.66, 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. All of the shares reported in this transaction are fully vested and transferable. Prior to transfer, each share of Class C restricted common stock automatically converts to a share of Class A common stock on a one for one share basis.
4. These shares do not expire.

Remarks:

By: /s/ Terence E. Kaden
Attorney-in-Fact for CG
Appleby
07/25/2011

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).
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.

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