

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Cook Kevin L</u>  (Last) (First) (Middle) 8283 GREENSBORO DRIVE  (Street) MCLEAN VA 22102  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp [ BAH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	D	
Class A Common Stock	05/25/2016		S		31,992	D	\$29.1629 <sup>(2)</sup>	9,762 <sup>(1)</sup>	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. 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)	\$11.93	05/25/2016		M			10,664	(3)	04/01/2021	Class A Common Stock	10,664	\$0	2,669	D	
Employee Stock Option (right to buy)	\$11.93	05/25/2016		M			13,864	(4)	04/01/2021	Class A Common Stock	13,864	\$0	3,470	D	
Employee Stock Option (right to buy)	\$11.93	05/25/2016		M			7,464	(5)	04/01/2021	Class A Common Stock	7,464	\$0	1,869	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 \$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.
- 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.
- 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.
- 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.

**Remarks:**

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

\*\* 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.