

☐ 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

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
Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person * <u>Thompson Elizabeth M</u> (Last) (First) (Middle) <u>8283 GREENSBORO DRIVE</u> (Street) <u>MCLEAN</u> <u>VA</u> <u>22102</u> (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) <u>EVP & Chief Personnel Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
<u>Class A Common Stock</u>	<u>08/28/2017</u>		<u>M</u>		<u>10,000</u>	<u>A</u>	<u>\$4.28</u>	<u>45,173⁽¹⁾</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>08/28/2017</u>		<u>S</u>		<u>10,000</u>	<u>D</u>	<u>\$33.77⁽²⁾</u>	<u>35,173⁽¹⁾</u>	<u>D</u>	

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					
<u>Employee Stock Option (right to buy)</u>	<u>\$4.28</u>	<u>08/28/2017</u>		<u>M</u>			<u>10,000</u>	<u>(3)</u>	<u>11/19/2018</u>	<u>Class A Common Stock</u>	<u>\$0</u>	<u>15,310</u>	<u>D</u>	

Explanation of Responses:

1. Includes 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 \$33.56 to \$33.99, 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 options are currently vested. Options vested and became exercisable ratably on June 30, 2009, 2010, 2011, 2012 and 2013, subject to the Reporting Person's continued employment.

Remarks:

By: /s/ Udele Lin, as Attorney-in-Fact for Elizabeth M. Thompson

08/29/2017

** 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.