

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	
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1. Name and Address of Reporting Person * STRICKLAND SAMUEL (Last) (First) (Middle) 8283 GREENSBORO DRIVE (Street) MCLEAN VA 22102 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) EVP, CFO and CAO / Member of 13D Group
	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	12/18/2012		M		147,960	A	\$4.28	255,228 ⁽¹⁾	D	
Class A Common Stock	12/18/2012		M		18,000	A	\$6.45	273,228 ⁽¹⁾	D	
Class A Common Stock								276,998	I	By Trust ⁽²⁾

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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$4.28	12/18/2012		M			49,320	(3)	11/19/2018	Class A Common Stock	49,320	\$0.00	12,350	D	
Employee Stock Option (right to buy)	\$4.28	12/18/2012		M			34,520	(4)	11/19/2018	Class A Common Stock	34,520	\$0.00	8,650	D	
Employee Stock Option (right to buy)	\$4.28	12/18/2012		M			64,120	(5)	11/19/2018	Class A Common Stock	64,120	\$0.00	16,040	D	
Employee Stock Option (right to buy)	\$6.45 ⁽⁶⁾	12/18/2012		M			6,000	(7)	04/29/2020	Class A Common Stock	6,000	\$0.00	9,000	D	
Employee Stock Option (right to buy)	\$6.45 ⁽⁶⁾	12/18/2012		M			4,200	(8)	04/29/2020	Class A Common Stock	4,200	\$0.00	6,300	D	
Employee Stock Option (right to buy)	\$6.45 ⁽⁶⁾	12/18/2012		M			7,800	(9)	04/29/2020	Class A Common Stock	7,800	\$0.00	11,700	D	

Explanation of Responses:

- Includes shares of Class A restricted common stock.
- Shares held by the Samuel Strickland Revocable Trust.
- These options vested and became exercisable ratably on June 30, 2009, 2010, 2011 and 2012 subject to the reporting person's continued employment.
- These options vested and became exercisable ratably on June 30, 2009, 2010, 2011 and 2012 subject to the achievement of cumulative cash flow 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.
- These options vested and become exercisable ratably on June 30, 2009, 2010, 2011 and 2012 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.

6. This option was previously reported with a strike price of \$12.81. As provided in the Amended and Restated Equity Incentive Plan, the strike price of this option was decreased by \$6.36 in connection with the special dividend that was paid by the issuer on August 31, 2012.

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

8. These options vested and became exercisable ratably on June 30, 2011 and 2012 subject to the achievement of cumulative cash flow 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.

9. These options vested and become exercisable ratably on June 30, 2011 and 2012 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/ Terence E. Kaden, as
Attorney-in-Fact for Samuel 12/20/2012
Strickland

** 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.

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