

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>HOWELL LLOYD JR</u> (Last) (First) (Middle) <u>8283 GREENSBORO DRIVE</u> (Street) <u>MCLEAN VA 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 _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> <u>Executive Vice President / Member of 13D Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2012</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			
Class A Common Stock	12/11/2012		M		37,219.158	A	\$0.01	82,257.158 ⁽¹⁾	D	
Class A Common Stock	12/11/2012		S		16,943	D	\$14.4177 ⁽²⁾	65,314.158 ⁽¹⁾	D	
Class A Common Stock	12/11/2012		D		4.158	D	\$14.54	65,310 ⁽¹⁾	D	
Class A Common Stock	12/11/2012		M		34,890	A	\$4.28	100,200 ⁽¹⁾	D	
Class A Common Stock	12/11/2012		S		34,890	D	\$14.4934 ⁽³⁾	65,310 ⁽¹⁾	D	
Class A Common Stock								36,990	I	By Trust ⁽⁴⁾

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.01	12/11/2012		M		37,219.158	(5)	12/15/2012	Class A Common Stock	37,219.158	\$0.00	0	D		
Employee Stock Option (right to buy)	\$4.28	12/11/2012		M		25,890	(6)	11/19/2018	Class A Common Stock	25,890	\$0.00	8,650	D		
Employee Stock Option (right to buy)	\$4.28	12/11/2012		M		9,000	(7)	11/19/2018	Class A Common Stock	9,000	\$0.00	55,130	D		

Explanation of Responses:

- Includes shares of Class A restricted common stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.3745 to \$14.4481, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.4288 to \$14.5742, 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 vested on June 30, 2012. All vested 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.
- These options reported in this transaction vested and became exercisable ratably on June 30, 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 reported in this transaction vested and become exercisable on June 30, 2010 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 Lloyd Howell Jr. 12/12/2012

** Signature of Reporting Person Date

* 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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