SEC 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
Laben Nancy
8283 GREENSBORO DRIVE
MCLEAN VA 22102

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

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
07/29/2019

5. Relationship of Reporting Person(s) to Issuer
X Director
10% Owner

Other (specify below)
EVP, CLO and Secretary

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>2A. 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>4A. Deemed Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Relationship of Reporting Person(s) to Issuer</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/26/2019</td>
<td></td>
<td></td>
<td>M</td>
<td>11,340(1)</td>
<td>A $26.41</td>
<td>D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/26/2019</td>
<td></td>
<td></td>
<td>S</td>
<td>11,340(1)</td>
<td>D $69</td>
<td>D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/29/2019</td>
<td></td>
<td></td>
<td>M</td>
<td>10,724(1)</td>
<td>A $35.63</td>
<td>D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/29/2019</td>
<td></td>
<td></td>
<td>S</td>
<td>10,724(1)</td>
<td>D $70.7</td>
<td>D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/29/2019</td>
<td></td>
<td></td>
<td>S</td>
<td>13,325(1)</td>
<td>D $71</td>
<td>D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</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>3A. Deemed Execution Date, if any (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>Employee Stock Option (right to buy)</td>
<td>$26.41</td>
<td>07/26/2019</td>
<td></td>
<td>M</td>
<td>11,340(4)</td>
<td>02/08/2026</td>
<td>Class A Common Stock 11,340 $0</td>
<td>16,205 D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$25.63</td>
<td>07/29/2019</td>
<td></td>
<td>M</td>
<td>10,724(4)</td>
<td>05/17/2027</td>
<td>Class A Common Stock 10,724 $0</td>
<td>16,090 D</td>
<td>Direct (D)</td>
<td>Non-Derivative Securities Acquired</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 12, 2019.
2. Includes restricted stock units.
3. The sales reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 12, 2019.
4. All options are fully vested and exercisable.

Remarks:

By: /s/ Udele Lin, as Attorney-in-Fact for Nancy J. Laben
07/30/2019

** 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).
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.