SEC Form 4

FORM 4

UNITED STATES	SECURITIES AI	ND EXCHANGE	COMMISSION
	Weekington D	0.00540	

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bu	urden
hours per response:	0.5

STATEMENT	OF CHAN	GES IN B	ENEFICIAL	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* Penfield Susan L (Last) (First) 8283 GREENSBORO DRIVE			2. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp</u> [BAH]		ationship of Reporting Pe k all applicable) Director Officer (give title	10% Owner Other (specify			
		1iddle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2024		below) EVP & Chief Technolo	below) blogy Officer			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				x	Form filed by One Rep	orting Person			
MCLEAN VA	. 22	2102			Form filed by More than One Reporting Person				
(City) (Sta	ate) (Zi	ïp)	Rule 10b5-1(c) Transaction Indication						
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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)	Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	03/31/2024		F		1,626 ⁽¹⁾	D	\$148.44	18,167 ⁽²⁾	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. Transa Code (8)		of I		Expiration Da	Date Exercisable and piration Date onth/Day/Year) Secur Under Deriv: Secur 3 and			8. Price of Derivative Security (Instr. 5)	e derivative	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				

Explanation of Responses:

1. Exempt under Rule 16b-3.

2. Includes restricted stock units.

Remarks:

<u>By: /s/ Lubna Malik, as</u> <u>Attorney-in-Fact for Susan L.</u> 04/02/2024 <u>Penfield</u>

** 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.

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