

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 * <u>WILHELM RICHARD J</u> <hr/> (Last) (First) (Middle) 8283 GREENSBORO DRIVE <hr/> (Street) MCLEAN VA 22102 <hr/> (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) <input checked="" type="checkbox"/> Other (specify below) <u>Executive Vice President / Member of 13D Group</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/14/2013 | |
| | | 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 | 01/14/2013 | | M | | 36,990 | A | \$4.28 | 69,412 ⁽¹⁾ | D | |
| Class A Common Stock | 01/14/2013 | | M | | 3,900 | A | \$6.45 | 73,312 ⁽¹⁾ | D | |
| Class A Common Stock | 01/14/2013 | | S ⁽²⁾ | | 40,890 | D | \$14.35 ⁽³⁾ | 32,422 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | | | | 145,133 | 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 |
| Employee Stock Option (right to buy) | \$4.28 | 01/14/2013 | | M | | | 16,030 | (5) | 11/19/2018 | Class A Common Stock | 16,030 | \$0.00 | 32,070 | D | |
| Employee Stock Option (right to buy) | \$4.28 | 01/14/2013 | | M | | | 8,630 | (6) | 11/19/2018 | Class A Common Stock | 8,630 | \$0.00 | 17,280 | D | |
| Employee Stock Option (right to buy) | \$4.28 | 01/14/2013 | | M | | | 12,330 | (7) | 11/19/2018 | Class A Common Stock | 12,330 | \$0.00 | 37,010 | D | |
| Employee Stock Option (right to buy) | \$6.45 | 01/14/2013 | | M | | | 3,900 | (8) | 04/29/2020 | Class A Common Stock | 3,900 | \$0.00 | 15,600 | D | |

Explanation of Responses:

- Includes shares of Class A restricted common stock.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.23 to \$14.44, 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 the Richard J. Wilhelm Trust.
- These options 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.
- These options vested and became exercisable on June 30, 2011 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 became exercisable on June 30, 2010 subject to the reporting person's continued employment.
- These options vested and become exercisable on June 30, 2011 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 Richard 01/16/2013
Wilhelm

** 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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