

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2017</u>	
		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	05/19/2017		A		9,735 ⁽¹⁾	A	\$0	328,599 ⁽²⁾	D	
Class A Common Stock	05/22/2017		M		24,140 ⁽³⁾	A	\$4.28	352,739 ⁽²⁾	D	
Class A Common Stock	05/22/2017		S		24,140 ⁽⁴⁾	D	\$38.5057 ⁽⁵⁾	328,599 ⁽²⁾	D	
Class A Common Stock								36,990	I	By Trust ⁽⁶⁾

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)	\$35.95	05/19/2017		A		52,761		(7)	05/19/2027	Class A Common Stock	52,761	\$0	52,761	D	
Employee Stock Option (right to buy)	\$4.28	05/22/2017		M			24,140	(8)	11/19/2018	Class A Common Stock	24,140	\$0	0	D	

Explanation of Responses:

- Grant of restricted stock units under the Issuer's Second Amended and Restated Equity Incentive Plan exempt under Rule 16b-3. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock upon vesting. One-third of these restricted stock units are scheduled to vest on each of March 31, 2018, 2019 and 2020, subject to the Reporting Person's continued employment and the Issuer's achievement of at least \$1.00 in net income in the fiscal year ending on the vesting date or any prior fiscal year during the vesting period.
- Includes shares of Class A restricted common stock and restricted stock units.
- The exercise of options reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2016.
- 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, 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.50 to \$38.59, 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 vest and become exercisable, subject to the Reporting Person's continued employment, ratably on March 31, 2018, 2019, 2020, 2021 and 2022. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- All options are currently vested. Options vested and became exercisable ratably on June 30, 2009, 2010, 2011, 2012 and 2013, subject to the Reporting Person's continued employment.

Remarks:

By: /s/ Udele Lin, as Attorney-in-Fact for Lloyd Howell Jr. 05/23/2017

** 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.

POWER OF ATTORNEY

Know by all these present, that the undersigned hereby constitutes and appoints each of Nancy J. Laben, Udele Lin and Jacob D. Bernstein, signing singly, the undersigned to

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Booz Allen Hamilton Holding Corporation (the "Company")
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and file the same
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of the undersigned

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary and proper to carry out the above and to execute the same in and to the full extent of the authority so granted, together with all such ancillary and

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of May, 2017.

/s/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.