

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Thompson Elizabeth M</u> (Last) (First) (Middle) <u>8283 GREENBORO DRIVE</u> (Street) <u>MCLEAN VA 22102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/17/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp [BAH]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SVP & Chief Personnel Officer / Member of 13D Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>11,321⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>11/19/2018</u>	<u>Class A Common Stock</u>	<u>31,670</u>	<u>4.28</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>11/19/2018</u>	<u>Class A Common Stock</u>	<u>41,160</u>	<u>4.28</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>11/19/2018</u>	<u>Class A Common Stock</u>	<u>22,170</u>	<u>4.28</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>04/01/2021</u>	<u>Class A Common Stock</u>	<u>15,000</u>	<u>18.29</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>04/01/2021</u>	<u>Class A Common Stock</u>	<u>19,500</u>	<u>18.29</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(7)</u>	<u>04/01/2021</u>	<u>Class A Common Stock</u>	<u>10,500</u>	<u>18.29</u>	<u>D</u>

Explanation of Responses:

1. Includes 1,321 shares of restricted common stock, one-third of which vests ratably on June 30, 2012, 2013 and 2014.
2. 18,990 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012 and June 30, 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
3. 24,690 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and June 30, 2013, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
4. 13,290 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and June 30, 2013, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
5. The options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012, 2013, 2014, 2015 and 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
6. The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
7. The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.

Remarks:

By: /s/ Terence E. Kaden as
Attorney-in-Fact for Elizabeth M. Thompson 10/27/2011

** 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 5 (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.