

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>APPLEBY CG</u>  (Last) (First) (Middle) 8283 GREENSBORO DRIVE  (Street) MCLEAN VA 22102  (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>EVP, Gen. Counsel &amp; Secretary / Member of 13D Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2011	
		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	07/15/2011		M		50,769	A	\$4.28	1,395,511	D	
Class A Common Stock	07/15/2011		s <sup>(1)</sup>		50,769	D	\$18.9031 <sup>(2)</sup>	1,344,742	D	
Class A Common Stock	07/18/2011		M		33,201	A	\$4.28	1,377,943	D	
Class A Common Stock	07/18/2011		s <sup>(1)</sup>		33,201	D	\$18.6983 <sup>(3)</sup>	1,344,742	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. 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	07/15/2011		M			27,990	(4)	11/19/2018	Class A Common Stock	27,990	\$4.28	18,680	D	
Employee Stock Option (right to buy)	\$4.28	07/15/2011		M			12,130	(5)	11/19/2018	Class A Common Stock	12,130	\$4.28	48,530	D	
Employee Stock Option (right to buy)	\$4.28	07/15/2011		M			10,649	(6)	11/19/2018	Class A Common Stock	10,649	\$4.28	22,021	D	
Employee Stock Option (right to buy)	\$4.28	07/18/2011		M			24,260	(7)	11/19/2018	Class A Common Stock	24,260	\$4.28	24,270	D	
Employee Stock Option (right to buy)	\$4.28	07/18/2011		M			8,941	(8)	11/19/2018	Class A Common Stock	8,941	\$4.28	13,080	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2011.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.75 to \$19.50, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.51 to \$18.80, 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.
- The options exercised in the reported transaction 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 2013. Any unvested options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- The options exercised in the reported transaction, along with 24,260 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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.

6. The options exercised in the reported transaction, along with 8,941 of the options following this transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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.

7. The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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.

8. The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and 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.

**Remarks:**

By: /s/ Terence E. Kaden as  
Attorney-in-Fact for CG                      07/19/2011  
Appleby

\*\* 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.**