

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

STATEMENT OF CHANGES IN BENEFICIAL 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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>HOWELL LLOYD JR</u>			<u>Booz Allen Hamilton Holding Corp [BAH]</u>			Director <input type="checkbox"/> 10% Owner <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/>		
<u>8283 GREENSBORO DRIVE</u>			<u>11/17/2010</u>			<u>Executive Vice President / Member of 13D Group</u>		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>MCLEAN</u>	<u>VA</u>	<u>22102</u>				<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				Form filed by More than One Reporting Person <input type="checkbox"/>		

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	11/17/2010		M		36,990	A	\$4.28	36,990	D	
Class A Common Stock	11/17/2010		G ⁽¹⁾	V	36,990	D	\$0	0	D	
Class A Common Stock	11/17/2010		G ⁽¹⁾	V	36,990	A	\$0	36,990	I	By Trust ⁽²⁾

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	11/17/2010		M		12,330		(3)	11/19/2018	Class A Common Stock	12,330	\$0	49,340	D	
Employee Stock Option (right to buy)	\$4.28	11/17/2010		M		16,030		(4)	11/19/2018	Class A Common Stock	16,030	\$0	64,130	D	
Employee Stock Option (right to buy)	\$4.28	11/17/2010		M		8,630		(5)	11/19/2018	Class A Common Stock	8,630	\$0	34,540	D	

Explanation of Responses:

- Gift of securities acquired by the reporting person upon the exercise of options to the Lloyd W. Howell, Jr. Trust.
- Shares held by the Lloyd W. Howell, Jr. Trust.
- The options exercised in the transaction reported, along with 12,330 of the options owned following the 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, 2011, 2012 and 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- The options exercised in the transaction reported, along with 16,030 of the options owned following the transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

5. The options exercised in the transaction reported, along with 8,630 of the options owned following the transaction, are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2011, 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

By: /s/ Terence E. Kaden.
Attorney-in-Fact for Lloyd 12/16/2010
Howell, Jr.

** 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.