SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response	: 0.5								

	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* ROZANSKI HORACIO				Issuer Name and Tic ooz Allen Ham	0	Symbol <u>ding Corp</u> [BAH	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 8283 GREENSBORO DRIVE				Date of Earliest Trans	saction (Month	/Day/Year)	X X	Director Officer (give title below) Presiden	10% C Other below	(specify	
(Street) MCLEAN VA 22102				If Amendment, Date o	of Original File	d (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State)	(Zip)						Person	re than One Re	porung	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Securi	ty (Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of (i 5)	D) (Instr.	3, 4 and	Securities Beneficially Owned Following Reported	(D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Class A Common Stock	05/17/2022		A		103,734 ⁽¹⁾	Α	\$ <mark>0</mark>	666,415 ⁽²⁾	D	
Class A Common Stock	05/17/2022		F		50,104 ⁽³⁾	D	\$ <mark>83.38</mark>	616,311 ⁽²⁾	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. Shares acquired from the vesting and payout of performance-based restricted stock units granted in fiscal year 2020 pursuant to the Issuer's Equity Incentive Plan, as amended, exempt under Rule 16b-3.

2. Includes restricted stock units.

3. Exempt under Rule 16b-3.

Remarks:

<u>By: /s/ Lubna Malik, as</u> <u>Attorney-in-Fact for Horacio</u> 05/19/2022 <u>D. Rozanski</u>

** 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.