APPLEBY CG
Form 4
July 19, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
APPLEBY CG

(Last) (First) (Middle)

8283 GREENSBORO DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Booz Allen Hamilton Holding Corp [BAH]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
EVP, Gen. Counsel & Secretary / Member of 13D Group

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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(1)		50,769	D	$ 18.9031 (2)	1,344,742	D	
Class A Common Stock	07/18/2011		M		33,201	A	$ 4.28	1,377,943	D	
	07/18/2011		S(1)		33,201	D		1,344,742	D	

Class A Common Stock	$ 18.6983 (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 4.28	07/15/2011		M		27,990		(4)	11/19/2018	Class A Common Stock	27,990
Employee Stock Option (right to buy)	$ 4.28	07/15/2011		M		12,130		(5)	11/19/2018	Class A Common Stock	12,130
Employee Stock Option (right to buy)	$ 4.28	07/15/2011		M		10,649		(6)	11/19/2018	Class A Common Stock	10,649
Employee Stock Option (right to buy)	$ 4.28	07/18/2011		M		24,260		(7)	11/19/2018	Class A Common Stock	24,260
Employee Stock Option (right to	$ 4.28	07/18/2011		M		8,941		(8)	11/19/2018	Class A Common Stock	8,941

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APPLEBY CG 8283 GREENSBORO DRIVE MCLEAN, VA 22102			EVP, Gen. Counsel & Secretary	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for CG Appleby	07/19/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Explanation of Responses: