

HOWELL LLOYD JR  
Form 4  
December 12, 2012

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
HOWELL LLOYD JR			Booz Allen Hamilton Holding Corp [BAH]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
8283 GREENSBORO DRIVE			12/11/2012	<input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	Executive Vice President / Member of 13D Group
MCLEAN, VA 22102				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<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 or Price		
Class A Common Stock	12/11/2012		M		37,219.158 A \$ 0.01	D	
Class A Common Stock	12/11/2012		S		16,943 D \$ 14.4177	D	
Class A Common Stock	12/11/2012		D		4.158 D \$ 14.54	D	
	12/11/2012		M		34,890 A \$ 4.28	D	

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Class A  
Common  
Stock

Class A Common Stock	12/11/2012		S	34,890	D	\$ 14.4934 <u>(3)</u>	65,310 <u>(1)</u>	D
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Class A Common Stock							36,990	I	By Trust <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.** SEC 1474 (9-02)

**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Num Shares
Employee Stock Option (right to buy)	\$ 0.01	12/11/2012		M	37,219.158	<u>(5)</u> 12/15/2012	Class A Common Stock 37,219.158
Employee Stock Option (right to buy)	\$ 4.28	12/11/2012		M	25,890	<u>(6)</u> 11/19/2018	Class A Common Stock 25,890
Employee Stock Option (right to buy)	\$ 4.28	12/11/2012		M	9,000	<u>(7)</u> 11/19/2018	Class A Common Stock 9,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HOWELL LLOYD JR  
8283 GREENSBORO DRIVE  
MCLEAN, VA 22102

Executive Vice President Member of 13D Group

## Signatures

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

12/12/2012

\_\_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) Includes shares of Class A restricted common stock.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.3745 to \$14.4481, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.4288 to \$14.5742, 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) Shares held by Lloyd W. Howell, Jr. Trust.  
The options reported in this transaction vested on June 30, 2012. All vested options must be exercised within 77 days following the exercise date unless the reporting person receives written consent from the issuer, in which case, such options may be exercised through the end of the year in which they become exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase at par value, one share of Class E special voting common stock for each option exercised.
- (4) These options reported in this transaction vested and became exercisable ratably on June 30, 2010, 2011 and 2012 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.
- (5) These options reported in this transaction vested and become exercisable on June 30, 2010 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.
- (6) (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.