

PECK PATRICK F
Form 4
June 23, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PECK PATRICK F

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

8283 GREENSBORO DRIVE

(Street)

MCLEAN, VA 22102

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2011

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

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)
Class A Common Stock	06/21/2011		M	91,980	A \$ 4.28	91,980	D
Class A Common Stock	06/21/2011		S	91,980	D \$ (1) (2) 18.5074	0	D
Class A Common Stock					9,540	I	By Trust (3)

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

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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 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	06/21/2011		M		30,660		<u>(4)</u>	11/19/2018	Class A Common Stock	30,660
Employee Stock Option (right to buy)	\$ 4.28	06/21/2011		M		39,860		<u>(5)</u>	11/19/2018	Class A Common Stock	39,860
Employee Stock Option (right to buy)	\$ 4.28	06/21/2011		M		21,460		<u>(6)</u>	11/19/2018	Class A Common Stock	21,460

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PECK PATRICK F
8283 GREENSBORO DRIVE
MCLEAN, VA 22102

Executive Vice President

Signatures

By: /s/ Terence E. Kaden, Attorney-in-Fact for Patrick F.
Peck

06/23/2011

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.60, 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2011.

(3) Shares held by Patrick F. Peck Trust

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, 2011, 2012 and 2013. The remaining 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 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. 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 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. 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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