

McConnell John Michael
 Form 4
 April 17, 2013

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 *
 McConnell John Michael

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/15/2013

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President / Member of 13D Group

(Street)
 MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 04/15/2013 | | M | 41,039 | A | \$ 6.08 | 81,872 ⁽¹⁾ D |
| Class A Common Stock | 04/15/2013 | | S ⁽²⁾ | 41,039 | D | \$ 13.7622 ⁽³⁾ | 40,833 ⁽¹⁾ D |
| Class A Common Stock | 04/16/2013 | | M | 37,694 | A | \$ 6.08 | 78,527 ⁽¹⁾ D |
| | 04/16/2013 | | S ⁽²⁾ | 37,694 | D | | 40,833 ⁽¹⁾ D |

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Class A
Common
Stock

\$
13.7629
(4)

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

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(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) | \$ 6.08 | 04/15/2013 | | M | 41,039 | <u>(5)</u> 05/07/2019 | Class A Common Stock 41,039 |
| Employee Stock Option (right to buy) | \$ 6.08 | 04/16/2013 | | M | 19,961 | <u>(5)</u> 05/07/2019 | Class A Common Stock 19,961 |
| Employee Stock Option (right to buy) | \$ 6.08 | 04/16/2013 | | M | 17,733 | <u>(6)</u> 05/07/2019 | Class A Common Stock 17,733 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McConnell John Michael
8283 GREENSBORO DRIVE
MCLEAN, VA 22102

Executive Vice President Member of 13D Group

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for John M.
McConnell

04/17/2013

__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.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012 and modified on March 15, 2013.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.52 to \$14.00, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.66 to \$13.86, 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.

(5) These options vested and became exercisable on a pro rata basis on June 30, 2010, 2011 and 2012 subject to the reporting person's continued employment.

(6) These options 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.

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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