

LOGUE JOSEPH
Form 4
August 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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 *
LOGUE JOSEPH

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2011

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

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)
			Code	V	Amount or Price		
Class A Common Stock	08/09/2011		M		9,000 A \$ 12.81	23,018	D
Class A Common Stock	08/09/2011		M		19,086.749 A \$ 0.01	42,104.749	D
Class A Common Stock	08/09/2011		D		3,749 D \$ 15.03	42,101	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	3,000	<u>(1)</u> 04/29/2020		Class A Common Stock	3
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	3,900	<u>(2)</u> 04/29/2020		Class A Common Stock	3
Employee Stock Option (right to buy)	\$ 12.81	08/09/2011		M	2,100	<u>(3)</u> 04/29/2020		Class A Common Stock	2
Employee Stock Option (right to buy)	\$ 0.01	08/09/2011		M	19,086.749	<u>(4)</u> 08/29/2011		Class A Common Stock	19,086.749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOGUE JOSEPH 8283 GREENSBORO DRIVE MCLEAN, VA 22102			Executive Vice President	Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Joseph E.
Logue

08/17/2011

__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).

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable, (1) subject to the reporting person's continued employment, ratably on June 30, 2012, 2013, 2014, and 2015. Any unvested options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable (2) ratably on June 30, 2012, 2013, 2014, and 2015, subject to the achievement of EBITDA performance goals and 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.

The options exercised in the reported transaction are fully vested and exercisable. The remaining options vest and become exercisable (3) ratably on June 30, 2012, 2013, 2014, and 2015, 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.

(4) The options reported in this transaction are fully vested and exercisable. Upon the 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.

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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