

Dahut Karen M
 Form 3
 October 27, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Dahut Karen M (Last) (First) (Middle) 8283 GREENBORO DRIVE (Street) MCLEAN, VA 22102 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/17/2011 | 3. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Senior Vice President / Member of 13D Group | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-------------------------------------|--|---|--|
| Class A Common Stock | 61,623 ⁽¹⁾ | D | Â |
| Class E Special Voting Common Stock | 89,325 | I | By Trust ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|---------------------------|----------------------|----------------------------|---------------|---------------------------------------|---------------------|
| Class C Restricted Common Stock | Â <u>(3)</u> | Â <u>(4)</u> | Class A Common Stock | 13,940 | \$ <u>(3)</u> | I | By Trust <u>(2)</u> |
| Employee Stock Option (right to buy) | 06/30/2012 ⁽⁵⁾ | 09/15/2012 ⁽⁵⁾ | Class A Common Stock | 16,128.302 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2013 ⁽⁵⁾ | 09/15/2013 ⁽⁵⁾ | Class A Common Stock | 24,399.226 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2014 ⁽⁵⁾ | 09/15/2014 ⁽⁵⁾ | Class A Common Stock | 24,399.226 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2015 ⁽⁵⁾ | 09/15/2015 ⁽⁵⁾ | Class A Common Stock | 24,399.236 | \$ 0.01 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 11/19/2018 | Class A Common Stock | 19,010 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 11/19/2018 | Class A Common Stock | 24,700 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 11/19/2018 | Class A Common Stock | 13,310 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 05/07/2019 | Class A Common Stock | 12,000 | \$ 6.08 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(10)</u> | 05/07/2019 | Class A Common Stock | 15,600 | \$ 6.08 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(11)</u> | 05/07/2019 | Class A Common Stock | 8,400 | \$ 6.08 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|-------------------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| Dahut Karen M 8283 GREENBORO DRIVE | Â | Â | Â Senior Vice President | Member of 13D Group |

MCLEAN, VA 22102

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Karen M.
Dahut

10/27/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 4,720 shares of restricted common stock that vests ratably on June 30, 2012, 2013 and 2014.
- (2) Shares held by the Karen M. Dahut Trust.
- Fifty percent of the shares of Class C restricted common stock have vested. The remaining shares vest ratably on June 30, 2012 and June 30, 2013. Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.
- (3) 30, 2013. Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.
- (4) N/A
- To the extent that the options become vested, they become exercisable on the date set forth above. 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 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.
- (5) 6,330 options 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 June 30, 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (6) 8,230 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and June 30, 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.
- (7) 4,430 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2012 and June 30, 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.
- (8) 3,000 options 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, 2013, and 2014. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (9) 3,900 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, and 2014, 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.
- (10) 2,100 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2012, 2013, and 2014, 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.
- (11)

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.