

WILHELM RICHARD J  
 Form 4  
 July 06, 2011

**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 *<br><b>WILHELM RICHARD J</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Booz Allen Hamilton Holding Corp [BAH]</b> | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)   |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/01/2011</b>                        | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>Executive Vice President / Member of 13D Group |
| 8283 GREENBORO DRIVE<br><br>(Street)                                  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                      |
| MCLEAN, VA 22102<br><br>(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class A Common Stock            | 07/01/2011                           |  | A                              |   | 14,018  | A  | \$ 0                              |
| Class A Common Stock            |                                      |  |                                |   | 51,008 <sup>(1)</sup>   | D  |                                   |
|                                 |                                      |  |                                |   | 82,700  | I  |                                   |
|                                 |                                      |  |                                |   |   |  | By Trust <sup>(2)</sup>           |

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

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number.

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                          |                     |
|---|---------------|-----------|--------------------------|---------------------|
|   | Director      | 10% Owner | Officer                  | Other               |
| WILHELM RICHARD J<br>8283 GREENBORO DRIVE<br>MCLEAN, VA 22102 |               |           | Executive Vice President | Member of 13D Group |

## Signatures

By: /s/ Terence E. Kaden, Attorney-in-Fact for Richard J. Wilhelm

07/06/2011

\_\_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) Includes 14,018 shares of Class A restricted common stock, one-third of which vests on each of June 30, 2012, 2013 and 2014.

(2) Shares held by the Richard J. Wilhelm Trust.

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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