

Booz Allen Hamilton Holding Corp
Form 3
February 29, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Penfield Susan L
(Last) (First) (Middle)

8283 GREENSBORO DRIVE
(Street)

MCLEAN,Â VAÂ 22102
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/19/2016

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)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Executive Vice President

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

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 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

34,826.792 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	11/19/2018	Class A Common Stock	28,040	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â (3)	04/01/2022	Class A Common Stock	45,000	\$ 10.67	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2025	Class A Common Stock	19,365	\$ 29.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Penfield Susan L 8283 GREENSBORO DRIVE MCLEAN, VA 22102	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Eric Mann as Attorney-in-Fact for Susan L.
Penfield

02/29/2016

**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 shares of Class A restricted common stock and restricted stock units.

(2) Options are fully vested and exercisable.

27,000 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's

(3) continued employment, ratably on June 30, 2016 and June 30, 2017. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

These options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2016, June 30,

(4) 2017, June 30, 2018, June 30, 2019, and June 30, 2020. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

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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