

GERENC SER MARK J  
Form 4  
December 31, 2012

**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 \*  
GERENC SER MARK J

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)  
12/27/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |   |
| Class A Common Stock            | 12/27/2012                           |  | M                              | 27,990  | A   | \$ 4.28  | 125,398 <sup>(1)</sup>            | 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)**

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| 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 4.28  | 12/27/2012                           |  | M                              | 9,330   | <u>(2)</u> 11/19/2018                                    | Class A Common Stock  | 9,330                      |                            |
| Employee Stock Option (right to buy)       | \$ 4.28  | 12/27/2012                           |  | M                              | 6,530   | <u>(3)</u> 11/19/2018                                    | Class A Common Stock  | 6,530                      |                            |
| Employee Stock Option (right to buy)       | \$ 4.28  | 12/27/2012                           |  | M                              | 12,130  | <u>(4)</u> 11/19/2018                                    | Class A Common Stock  | 12,130                     |                            |

## Reporting Owners

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

## Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Mark J. Gerencser 12/31/2012

\_\_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) These options vested and became exercisable on June 30, 2012 subject to the reporting person's continued employment.
- (3) These options vested and became exercisable on June 30, 2012 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

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satisfied.

- These options vested and become exercisable on June 30, 2012 subject to the achievement of EBITDA performance goals and to the
- (4) 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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