

Thompson Elizabeth 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 *

Thompson Elizabeth 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)

____ Director ____ 10% Owner
____X____ Officer ____X____ Other
(give title below) (specify below)
SVP & Chief Personnel Officer /
Member of 13D Group

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)

Class A Common Stock

2. Amount of Securities Beneficially Owned
(Instr. 4)

11,321 ⁽¹⁾

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D

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

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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)

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	31,670	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â (3)	11/19/2018	Class A Common Stock	41,160	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â (4)	11/19/2018	Class A Common Stock	22,170	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â (5)	04/01/2021	Class A Common Stock	15,000	\$ 18.29	D	Â
Employee Stock Option (right to buy)	Â (6)	04/01/2021	Class A Common Stock	19,500	\$ 18.29	D	Â
Employee Stock Option (right to buy)	Â (7)	04/01/2021	Class A Common Stock	10,500	\$ 18.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Thompson Elizabeth M 8283 GREENBORO DRIVE MCLEAN, VA 22102	Â	Â	Â SVP & Chief Personnel Officer		Member of 13D Group

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Elizabeth M.
Thompson

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 1,321 shares of restricted common stock, one-third of which vests ratably on June 30, 2012, 2013 and 2014.

18,990 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's
(2) 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.

24,690 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
(3) 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)

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13,290 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.

- (5) The options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2012, 2013, 2014, 2015 and 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

- (6) The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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) The options vest and become exercisable ratably on June 30, 2012, 2013, 2014, 2015, and 2016, 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.

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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