

Laben Nancy  
Form 4  
March 12, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Laben Nancy

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/11/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CLO and Secretary

MCLEAN, VA 22102  
(City) (State) (Zip)

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

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Class A Common Stock            | 03/11/2019                           |  | M                              |   | 2,034 (1)<br>\$ 17.67   | 36,464 (2)   | D  |
| Class A Common Stock            | 03/11/2019                           |  | S                              |   | 2,034 (3)<br>\$ 55.02   | 34,430 (2)   | D  |
| Class A Common Stock            | 03/11/2019                           |  | M                              |   | 12,966 (1)<br>\$ 26.41  | 47,396 (2)   | D  |
| Class A Common                  | 03/11/2019                           |  | S                              |   | 12,966 (3)<br>\$ 55.02  | 34,430 (2)   | D  |

Stock

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

**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.**

SEC 1474  
(9-02)

**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) | 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)       | \$ 17.67   | 03/11/2019                           |  | M                              | 2,034   | <sup>(4)</sup>   | 11/21/2023  | Class A Common Stock       | 2,034                      |
| Class A Common Stock                       | \$ 26.41   | 03/11/2019                           |  | M                              | 12,966  | <sup>(5)</sup>   | 02/08/2026  | Class A Common Stock       | 12,966                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Laben Nancy<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 |               |           | EVP, CLO and Secretary |       |

## Signatures

By: /s/ Udele Lin, as Attorney-in-Fact for Nancy Laben 03/12/2019

\_\_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).

## Edgar Filing: Laben Nancy - Form 4

- (1) The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 14, 2018.
- (2) Includes restricted stock units.
- (3) The sales reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 14, 2018.
- (4) All options are fully vested and exercisable.  
3,238 options remain fully vested and exercisable. The remaining options vest and become exercisable, subject to the Reporting Person's
- (5) continued employment, ratably on March 31, 2019, 2020 and 2021. 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.

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.