SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

hours per response:

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1	Iress of Reporting		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)		3. Date of Earliest Transaction (Month/Day/Year) 12/04/2023	Director 10% Owner X Officer (give title below) Other (specify below) EVP & Chief Operating Officer						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) MCLEAN	VA	22102		X Form filed by One Reporting Person						
	V/A	22102		Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	<u>.</u> n						
	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									
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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	12/04/2023		М		5,064(1)	Α	\$29.08	76,720 ⁽²⁾	D	
Class A Common Stock	12/04/2023		S		5,064 ⁽³⁾	D	\$130	71,656 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Transaction Code (Instr. 8) Ownership Derivative Conversion Date Execution Date of Expiration Date (Month/Day/Year) Amount of Derivative derivative of Indirect (Month/Day/Year) Derivative Securities Security (Instr. 3) or Exercise Price of if any (Month/Day/Year) Securities Underlying Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial Ownership **Derivative Security** or Indirect (I) (Instr. 4) Derivative Acquired Owned (Instr. 4) (A) or Disposed Following Reported Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Exercisable Expiration Date of Code ν (A) (D) Title Shares Employee Class A Stock Option (4) \$29.08 12/04/2023 Μ 5,064 04/01/2025 Commor 5,064 \$<mark>0</mark> 5,068 D (right to Stock buy)

Explanation of Responses:

1. The exercise of options reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 3, 2023.

2. Includes restricted stock units.

3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 3, 2023.

4. All options were fully vested and exercisable.

Remarks:

By: /s/ Lubna Malik, as Attorney-in-Fact for Kristine M. Anderson

12/06/2023

** Signature of Reporting Person Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.