

CRA INTERNATIONAL, INC.

Form 4

November 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maleh Paul A

2. Issuer Name **and** Ticker or Trading
Symbol
CRA INTERNATIONAL, INC.
[CRAI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CLARENDON STREET, T-32
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

BOSTON, MA 02116

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)
Common Stock	11/19/2014		M	3,243 A	\$ 0 98,832	D	
Common Stock	11/19/2014		F	1,056 D	\$ 31.01 97,776	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)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	11/19/2014		M	3,243	(2)	(2)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 50.09					04/01/2005 ⁽³⁾	04/01/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 50.09					04/01/2005 ⁽⁴⁾	04/01/2015	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 ⁽⁵⁾	11/08/2017	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 ⁽⁵⁾	11/14/2018	Common Stock
Restricted Stock Units	(1)					(6)	(6)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 ⁽⁵⁾	11/19/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maleh Paul A 200 CLARENDON STREET, T-32 BOSTON, MA 02116	X		President and CEO	

Signatures

Delia J. Makhoul, by power of
attorney

11/21/2014

__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).

Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock; vested restricted stock units are payable in the form of cash, shares of the Issuer's common stock or a combination thereof. To the extent vested restricted stock units are

- (1) paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as possible after vesting, but in no event later than two and one-half months after the end of the year in which vesting occurs, subject to the collection of withholding taxes.
- (2) The remaining restricted stock units vest in three equal annual installments beginning November 19, 2015.
- (3) Date indicated is date of grant. 3,750 shares vested on the first anniversary of the date of grant; 3,234 shares vested on the second anniversary of the date of grant and 1,754 shares vested on each of the third and fourth anniversaries of the date of grant.
- (4) Date indicated is date of grant. 516 shares vested on the second anniversary of the date of grant and 1,996 shares vested on each of the third and fourth anniversaries of the date of grant.
- (5) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) The restricted stock units vest on November 14, 2015.

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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