SEC Form 4

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FORM 4

UNITED STATES SECU	IRITIES	6 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addr	1 0	Person [*]	2. Issuer Name and Ticker or Trading Symbol CRA INTERNATIONAL, INC. [CRAI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Lowenstein Arnold J					Director	10% Owner					
				— x	Officer (give title	Other (specify					
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)					
200 CLARENDON STREET			11/19/2016		EVP, Chief Strat	EVP, Chief Strategy Officer					
200 CLARENI	JON STREET										
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi	vidual or Joint/Group Filir	ng (Check Applicable					
(Street)				Line)							
BOSTON	MA	02116		X	Form filed by One Re	porting Person					
r					Form filed by More that	an One Reporting					
(City)	(State)	(Zip)			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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			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)
Common Stock	11/19/2016		М		1,622	A	\$0.00	34,962	D	
Common Stock	11/19/2016		F		527	D	\$31.57	34,435	D	
Common Stock	11/19/2016		М		1,600	A	\$0.00	36,035	D	
Common Stock	11/19/2016		F		520	D	\$31.57	35,515	D	
Common Stock	11/20/2016		М		937	A	\$0.00	36,452	D	
Common Stock	11/20/2016		F		305	D	\$31.57	36,147	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, o	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I (Inst	erivative (Month/Day/Year) ecurities cquired sposed		7. Title an of Securit Underlyin Derivative (Instr. 3 ar	es Derivative g Security Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/19/2016		М			1,622	(2)	(2)	Common Stock	1,622	\$0.00	1,622	D	
Restricted Stock Units	(1)	11/19/2016		М			1,600	(2)	(2)	Common Stock	1,600	\$0.00	1,600	D	
Restricted Stock Units	(1)	11/20/2016		М			937	(3)	(3)	Common Stock	937	\$0.00	1,876	D	
Nonqualified Stock Option (right to buy)	\$21.91							11/14/2011 ⁽⁴⁾	11/14/2018	Common Stock	9,600		9,600	D	
Nonqualified Stock Option (right to buy)	\$18.48							11/19/2013 ⁽⁴⁾	11/19/2020	Common Stock	12,973		12,973	D	
Nonqualified Stock Option (right to buy)	\$30.97							11/20/2014 ⁽⁴⁾	11/20/2021	Common Stock	7,500		7,500	D	
Nonqualified Stock Option (right to buy)	\$21.52							11/12/2015 ⁽⁴⁾	11/12/2022	Common Stock	7,826		7,826	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	2,935		2,935	D	
Nonqualified Stock Options (right to buy)	\$30.96							11/14/2016 ⁽⁴⁾	11/14/2023	Common Stock	6,000		6,000	D	

	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	oosed D) tr. 3, 4	6. Date Exerci Expiration Da (Month/Day/Yo	te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)							(6)	(6)	Common Stock	3,000		3,000	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs are 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. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

2. The remaining RSUs units vest on November 19, 2017.

3. The remaining RSUs vest in two equal annual installments beginning on November 20, 2017.

4. Date indicated is date of grant. Options vest in four equal annual installments beginning on the first anniversary of the date of grant.

5. The RSUs vest in three equal annual installments beginning on November 12, 2017.

6. The RSUs vest in four equal annual installments beginning on November 14, 2017.

Delia J. Makhlouta, by power

<u>11/22/2016</u> Date

** Signature of Reporting Person

of attorney

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.