SEC Form 4

Maleh Paul A

(Last)

(Street)

(City)

BOSTON

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number:

1. Name and Address of Reporting Person

200 CLARENDON STREET

(First)

MA

(State)

(Middle)

02116

(Zip)

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

2. Issuer Name and Ticker or Trading Symbol

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

11/19/2015

Estimated average burden hours per response 0.5 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>CRA INTERNATIONAL, INC.</u> [CRAI] Х Director 10% Owner Officer (give title Other (specify х below) below) President and CEO

> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. If Amendment, Date of Original Filed (Month/Day/Year)

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	ode V Amount (A) or (D) Price Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Common Stock	11/19/2015		М		3,243	A	\$0.00	100,445	D	
Common Stock	11/19/2015		F		1,054	D	\$22	99,391	D	
Common Stock	11/20/2015		М		1,875	A	\$0.00	101,266	D	
Common Stock	11/20/2015		F		610	D	\$22.54	100,656	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	nsaction de (Instr. Securities Acquired (A) or Disposed		umber vative urities uired or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						of (D) (Instr. 3, 4 and 5)							Transaction(s) (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/19/2015		М			3,243	(2)	(2)	Common Stock	3,243	\$0.00	6,487	D	
Restricted Stock Units	(1)	11/20/2015		М			1,875	(3)	(3)	Common Stock	1,875	\$0.00	5,625	D	
Nonqualified Stock Option (right to buy)	\$21.43							11/08/2010 ⁽⁴⁾	11/08/2017	Common Stock	19,909		19,909	D	
Nonqualified Stock Option (right to buy)	\$21.91							11/14/2011 ⁽⁴⁾	11/14/2018	Common Stock	19,200		19,200	D	
Nonqualified Stock Option (right to buy)	\$18.48							11/19/2013 ⁽⁴⁾	11/19/2020	Common Stock	25,946		25,946	D	
Nonqualified Stock Option (right to buy)	\$30.97							11/20/2014 ⁽⁴⁾	11/20/2021	Common Stock	15,000		15,000	D	
Nonqualified Stock Option (right to buy)	\$21.52							11/12/2015 ⁽⁴⁾	11/12/2022	Common Stock	26,086		26,086	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	13,043		13,043	D	

Explanation of Responses:

1. 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 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 two equal annual installments beginning on November 19, 2016.

3. The remaining restricted stock units vest in three equal annual installments beginning on November 20, 2016.

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

5. The restricted stock units vest in four equal annual installments beginning on November 12, 2016.

Delia J. Makhlouta, by power 11/23/2015

of attorney

** Signature of Reporting Person Date

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

 \ast 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.