

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LARNER ROBERT J</u>  (Last) (First) (Middle) <u>68 MYRTLE STREET</u>  (Street) <u>NEWTON MA 02465</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARLES RIVER ASSOCIATES INC [ CRAI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/12/2003</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2003		M		2,500	A	\$10.85	29,410	D	
Common Stock	08/15/2003		M		4,090	A	\$13.75	33,500	D	
Common Stock	08/15/2003		M		1,250	A	\$10.688	34,750	D	
Common Stock	08/15/2003 <sup>(1)</sup>		S		7,840	D	\$31.75	26,910	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative 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
Incentive Stock Option (right to buy)	\$10.688	08/15/2003		M			1,250	09/11/2000 <sup>(2)</sup>	09/11/2010	Common Stock	2,500	\$0	1,250	D	
Incentive Stock Option (right to buy)	\$10.85	08/15/2003		M			2,500	05/02/2001 <sup>(2)</sup>	05/02/2011	Common Stock	5,000	\$0	2,500	D	
Incentive Stock Option (right to buy)	\$13.75	08/15/2003		M			4,090	05/30/2003	05/30/2012	Common Stock	4,090	\$0	0	D	
Incentive Stock Option (right to buy)	\$22.81							06/05/2003 <sup>(2)</sup>	06/05/2013	Common Stock	6,500		6,500	D	

**Explanation of Responses:**

- Represents the date of the closing of the exercise of the over-allotment option relating to the public offering of shares of CRA's common stock pursuant to the Underwriting Agreement dated August 6, 2003 by and among CRA, the underwriters named therein, the reporting person, and the other selling stockholders named therein.
- Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Delia J. Makhouta, by power of attorney 08/12/2003

\*\* 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.