SEC Form 4

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

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

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| MACKIE WA | Name and Address of Reporting Person* IACKIE WAYNE D ast) (First) (Middle) O CLARENDON STREET, T-33 | | 2. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [CRAI] 3. Date of Earliest Transaction (Month/Day/Year) 06/23/2008 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) VP, CFO and Treasurer |
|------------------------------|---|----------------|---|---|
| (Street) BOSTON (City) | MA (State) | 02116 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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) | (Month/Day/Year) if any | | ecution Date, Transaction | | 4. Securities Acquired (A) or 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) | | (|
| Common Stock | 06/23/2008(1) | | Α | | 3,191 | Α | \$0.00 | 6,711 | 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) | | Transaction of Code (Instr. Derivative | | 6. Date Exerci Expiration Dat (Month/Day/Ye | te | 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 | Amount or Number of Shares | | | | |
| Incentive Stock Option (right to buy) | \$41.16 | | | | | | | 10/05/2005 ⁽²⁾ | 10/05/2015 | Common Stock | 9,716 | | 9,716 | D | |
| Nonqualified Stock Option (right to buy) | \$41.16 | | | | | | | 10/05/2005 ⁽²⁾ | 10/05/2015 | Common Stock | 15,284 | | 15,284 | D | |

Explanation of Responses:

1. On February 6, 2008, the reporting person was granted a restricted stock award by our board of directors, subject to certain acceptance conditions of the award. The award was accepted on the specified transaction date. Twenty-five percent of the award vests on each of February 6, 2009, February 6, 2010, February 6, 2011 and February 6, 2012.

2. Date indicated is the date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Delia J. Makhlouta, by power

of attorney

06/25/2008

** 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.

OMB APPROVAL