

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	
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1. Name and Address of Reporting Person* <u>Noether Monica G</u>			2. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC. [CRAI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, Chief Operating Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
200 CLARENDON STREET, T-33			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>BOSTON</u>	<u>MA</u>	<u>02116</u>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2012		G	V	1,430	D	\$0.00	41,376	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					
Incentive Stock Option (right to buy)	\$22.81							06/05/2003	06/05/2013	Common Stock	7,500	7,500	D	
Incentive Stock Option (right to buy)	\$32.26							11/25/2005	05/10/2014	Common Stock	1,353	1,353	D	
Nonqualified Stock Option (right to buy)	\$32.26							11/25/2005	05/10/2014	Common Stock	8,647	8,647	D	
Incentive Stock Option (right to buy)	\$50.09							04/01/2005	04/01/2015	Common Stock	6,276	6,276	D	
Nonqualified Stock Option (right to buy)	\$50.09							04/01/2005	04/01/2015	Common Stock	3,724	3,724	D	
Nonqualified Stock Option (right to buy)	\$21.43							11/08/2010 ⁽¹⁾	11/08/2017	Common Stock	12,443	12,443	D	
Restricted Stock Units	(2)							(3)	(3)	Common Stock	4,666	4,666	D	
Restricted Stock Units	(2)(4)							(3)	(3)	Common Stock	5,786	5,786	D	
Nonqualified Stock Option (right to buy)	\$21.91							11/14/2011 ⁽¹⁾	11/14/2018	Common Stock	12,000	12,000	D	
Restricted Stock Units	(2)							(5)	(5)	Common Stock	6,000	6,000	D	

Explanation of Responses:

1. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
2. 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.
3. The restricted stock units vest in three equal annual installments beginning on November 8, 2012.

4. Unvested restricted stock units resulting from the determination of the outcome of performance conditions of performance restricted stock units granted on November 8, 2010.
5. The restricted stock units vest in four equal annual installments beginning on November 14, 2012.

Delia J. Makhlouta, by power
of attorney 06/06/2012

** 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.