SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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1. Name and Address of Reporting Person [*] Lowenstein Arnold J			2. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [CRAI]	(Check	tionship of Reporting Pers all applicable) Director Officer (give title	10% Owner
(Last) (First) (Middle) 200 CLARENDON STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2016	X	EVP, Chief Strategy	Other (specify below) y Officer
(Street) BOSTON	МА	02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting Person
(City)	(State)	(Zip) Table I - Non-Deriv	ative Securities Acquired, Disposed of, or Benefi	 ciallv (Dwned	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		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)		(1150.4)	
Common Stock	11/29/2016		S		1,400 ⁽¹⁾	D	\$ <mark>3</mark> 3	34,747	D		
Common Stock	11/29/2016		S		600(1)	D	\$33.01	34,147	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)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	vative rities lired r osed) . 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	ate of Sec Year) Under Deriva		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Nonqualified Stock Option (right to buy)	\$21.91							11/14/2011 ⁽²⁾	11/14/2018	Common Stock	9,600		9,600	D	
Nonqualified Stock Option (right to buy)	\$18.48							11/19/2013 ⁽²⁾	11/19/2020	Common Stock	12,973		12,973	D	
Restricted Stock Units	(3)							(4)	(4)	Common Stock	1,622		1,622	D	
Restricted Stock Units	(3)							(4)	(4)	Common Stock	1,600		1,600	D	
Nonqualified Stock Option (right to buy)	\$30.97							11/20/2014 ⁽²⁾	11/20/2021	Common Stock	7,500		7,500	D	
Restricted Stock Units	(3)							(5)	(5)	Common Stock	1,876		1,876	D	
Nonqualified Stock Option (right to buy)	\$21.52							11/12/2015 ⁽²⁾	11/12/2022	Common Stock	7,826		7,826	D	
Restricted Stock Units	(3)							(6)	(6)	Common Stock	2,935		2,935	D	
Nonqualified Stock Options (right to buy)	\$30.96							11/14/2016 ⁽²⁾	11/14/2023	Common Stock	6,000		6,000	D	
Restricted Stock Units	(3)							(7)	(7)	Common Stock	3,000		3,000	D	

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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

3. 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.

4. The RSUs vest on November 19, 2017.

- 5. The RSUs vest in two equal annual installments beginning on November 20, 2017.
- 6. The RSUs vest in three equal annual installments beginning on November 12, 2017.
- 7. The RSUs vest in four equal annual installments beginning on November 14, 2017.

Delia J. Makhlouta, by power of attorney

11/30/2016

** 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.