SEC Form 4	
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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) CRA INTERNATIONAL, INC. [ CRAI ] Holmes Chad M Director 10% Owner Officer (give title Other (specify Х below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) CFO, EVP and Treasurer 12/06/2018 200 CLARENDON STREET (Street) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) BOSTON MA 02116 Form filed by One Reporting Person Х Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2A. Deemed 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership Date Execution Date Transaction Securities Form: Direct Indirect Beneficial if any (Month/Day/Year) Code (Instr. 8) Beneficially (D) or Indirect (I) (Instr. 4) (Month/Dav/Year) Owned Following Ownership Reported (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4) 17,763 D Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date 1. Title of Derivative 3A. Deemed Execution Date, 5. Number 6. Date Exercisable and 8. Price of 9. Number of 11. Nature 7. Title and Amount of 10. 2. Conversion Securities Underlying Expiration Date (Month/Day/Year) Transaction Derivative derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Derivative Derivative Security Security Securities Form: Direct (D) Beneficial Ownership 8) (Instr. 3 and 4) (Instr. 5) Beneficially Securities Derivative Acquired Owned or Indirect (Instr. 4) (A) or Disposed Following (I) (Instr. 4) Security Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number of Date Expiration Exercisable (A) (D) Title Code Date Shares Nonqualified Stock Comm 4,425 \$47.45 12/06/2018 A 12/06/2018<sup>(1)</sup> 12/06/2028 4,425 \$0.00 4,425 D Option (right Stock to buy) Restricted Commo (2) 12/06/2018 A 2.212 (3) (3) 2,212 \$0.00 2.212 D Stock Units Stock Commo Restricted (2) (4) (4) 1.543.8811 1,543.8811 D Stock Stock Units Restricted Commo (2) (5) (5) 1.007.6397 1.007.6397 D Stock Units Stock Restricted Commo (2) (6) (6) 1,463.608 1,463.608 D Stock Units Stock Restricted Commo (2) (7) (7) 2,057.9203 2.057.9203 D Stock Units Stock Nonqualified . Stock 11/19/2013<sup>(1)</sup> \$18.48 11/19/2020 3,243 3.243 D Option (right Stock to buy) Nonqualified Stock 11/20/2014<sup>(1)</sup> Commor \$30.97 11/20/2021 5,625 5.625 D Option (right Stock to buy) Nonqualified Stock Comm 11/12/2015(1) 7,826 \$21.52 11/12/2022 7,826 D Option (right Stock to buy Nonqualified Stock 11/14/2016<sup>(1)</sup> Common 11/14/2023 6,000 \$30.96 6.000 D Option (right Stock to buy) Nonqualified Stock Commo \$44.87 12/18/2017(1) 12/18/2027 4,076 4,076 D Stock Option (right to buy)

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 ("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 indicted 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 relative proportions as the RSUs on which they accrue.
3. The RSUs vest in four equal annual installments beginning on December 6, 2019.

4. The RSUs, which include an aggregate of 43.8811 Dividend Units, vest in two equal annual installments beginning on November 14, 2019.

5. The RSUs, which include an aggregate of 28.6397 Dividend Units, vest on November 12, 2019.

6. The RSUs, which include an aggregate of 41.6080 Dividend Units, vest on November 12, 2019.

7. The RSUs, which include an aggregate of 19.9203 Dividend Units, vest in four equal annual installments beginning on December 18, 2018.

Delia J. Makhlouta, by power of 12/10/2018 attorney Date

\*\* Signature of Reporting Person

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.