

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* MACKIE WAYNE D | | | 2. Issuer Name and Ticker or Trading Symbol CRA INTERNATIONAL, INC. [CRAI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) EVP, CFO and Treasurer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012 | | | 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) | (City) | (State) | (Zip) | BOSTON MA 02116 | | | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/05/2012 | | A ⁽¹⁾ | | 1,157 | A | \$0.00 | 12,874 | D | |
| Common Stock | 03/05/2012 | | F | | 368 | D | \$22.53 | 12,506 | 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 |
| Restricted Stock Units | (2) | 03/05/2012 | | A ⁽³⁾ | | 3,471 | | (4) | (4) | Common Stock | 3,471 | \$0.00 | 3,471 | D | |
| Incentive Stock Option (right to buy) | \$41.16 | | | | | | | 10/05/2005 | 10/05/2015 | Common Stock | 9,716 | | 9,716 | D | |
| Nonqualified Stock Option (right to buy) | \$41.16 | | | | | | | 10/05/2005 | 10/05/2015 | Common Stock | 15,284 | | 15,284 | D | |
| Nonqualified stock options (right to buy) | \$21.43 | | | | | | | 11/08/2010 ⁽⁵⁾ | 11/08/2017 | Common Stock | 7,466 | | 7,466 | D | |
| Restricted Stock Units | (2) | | | | | | | (4) | (4) | Common Stock | 2,800 | | 2,800 | D | |
| Nonqualified Stock Option (right to buy) | \$21.91 | | | | | | | 11/14/2011 ⁽⁵⁾ | 11/14/2018 | Common Stock | 7,200 | | 7,200 | D | |
| Restricted Stock Units | (2) | | | | | | | (6) | (6) | Common Stock | 3,600 | | 3,600 | D | |

Explanation of Responses:

- Shares issued in settlement of vesting of performance restricted stock units granted on November 8, 2010.
- 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.
- Unvested restricted stock units resulting from the determination of the outcome of performance conditions of performance restricted stock units granted on November 8, 2010.
- The restricted stock units vest in three equal annual installments beginning on November 8, 2012.
- Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- The restricted stock units vest in four equal annual installments beginning on November 14, 2012.

Delia J. Makhloua, by power of attorney 03/07/2012

** 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.