| SEC F | orm 4 |
|-------|-------|
|-------|-------|

 \square

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| Instructio | on 1(b). | | | Fil | | | | | a) of the Sec Investment | | | | 934 | | | | · |] | |
|---|---|---------------------|---|--------|---|---|----------|----------------|--|--|--|---|---|--|---------------------------------------|---|--|---|--|
| 1. Name and Address of Reporting Person [*] BURROWS JAMES C | | | | | | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [CRAI] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
| (Last) (First) (Middle) 200 CLARENDON STREET, T-33 | | | | | | ate of 12/20 | | st Tran | saction (Mon | nth/E | Day/Year) | | X Officer (give title Other (specify below) below) President and CEO | | | | | | |
| (Street) BOSTON MA 02116 | | | | | 4. lf | Amen | idment, | , Date | of Original Fi | iled | (Month/Day | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | Person | | | | | | |
| | | Tab | le I - Nor | | | _ | | | cquired, C | Dis | posed of | f, or Bei | neficia | Ily Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/I | | | | ar) if | 2A. Deemed Execution Date, f any Month/Day/Year) | | Code (In | ction Disposed | | ties Acquired (A) d Of (D) (Instr. 3, 4 | | 5. Amour Securitie Beneficia Owned F Reported | s ally ollowing | Form (D) or | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | - / | | | | | v | Amount | (A) or (D) | Flice | (Instr. 3 a | Transaction(s) (Instr. 3 and 4) | | | | | |
| Common S | Stock | | | | 2/200 | | | • | F | | 909 | D | \$22 | | ,672 | | D | | |
| | | I | | | | | | | uired, Dis s, options | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | se (Month/Day/Year) | 3A. Deeme Execution if any (Month/Da | Date, | 4. Transaction Code (Instr. 8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amor of Securities Underlying Derivative Secur (Instr. 3 and 4) | | Derivative Security | 9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) | e s illy g | 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 | Amour or Numbe of Shares | ər | | | | | |
| Incentive Stock Option (right to buy) | \$23 | | | | | | | | 03/12/1999 ⁽ | 1) | 03/12/2009 | Common Stock | 10,00 | 0 | 10,00 | 0 | D | | |
| Incentive Stock Option (right to buy) | \$19.75 | | | | | | | | 04/25/2000 ⁽⁾ | 2) | 04/25/2010 | Common Stock | 13,25 | 0 | 13,25 | 0 | D | | |
| Incentive Stock Option (right to buy) | \$13.75 | | | | | | | | 05/30/2003 | , | 05/30/2012 | Common Stock | 2,624 | 4 | 2,624 | 4 | D | | |
| Nonqualified Stock Option (right to buy) | \$13.75 | | | | | | | | 05/30/2003 | , | 05/30/2012 | Common Stock | 7,370 | 5 | 7,376 | 6 | D | | |
| Incentive Stock Option (right to buy) | \$22.81 | | | | | | | | 06/05/2003(| 3) | 06/05/2013 | Common Stock | 14,73 | 4 | 14,73 | 4 | D | | |
| Nonqualified Stock Option (right to buy) | \$22.81 | | | | | | | | 06/05/2003 ⁽⁻ | 4) | 06/05/2013 | Common Stock | 10,26 | 6 | 10,26 | 6 | D | | |
| Nonqualified Stock Option (right to buy) | \$32.26 | | | | | | | | 11/25/2005 | , | 05/10/2014 | Common Stock | 30,00 | 0 | 30,00 | 0 | D | | |
| Nonqualified Stock Option (right to buy) | \$50.84 | | | | | | | | 03/25/2005 ^{(.} | 5) | 03/25/2015 | Common Stock | 21,06 | 8 | 21,06 | 8 | D | | |
| Incentive Stock | \$50.84 | | | | | | | | 03/25/2005(| 6) | 03/25/2015 | Common | 3,932 | 2 | 3,932 | 2 | D | | |

Explanation of Responses:

to buy)

1. Date indicated is date of grant. The option vests over three years, as follows: 4,347 shares vest on the date of grant, 4,347 shares vest on the first anniversary of the date of grant and 1,306 shares vest on the second anniversary of the date of grant.

2. Date indicated is date of grant. The option vests over four years, as follows: 3,542 shares vest on the first anniversary of the date of grant and 3,236 shares vest on each of the second, third and fourth anniversaries of the date of grant.

4. Date indicated is date of grant. The option vests over four years, as follows: 4,668 shares vest on the first anniversary of the date of grant and 1,866 shares vest on each of the second, third and fourth anniversaries of the date of grant.

5. Date indicated is date of grant. The option vests over four years, as follows: 6,250 shares vest on each of the first and second anniversaries of the date of grant and 4,284 shares vest on the third and fourth anniversaries of the date of grant.

6. Date indicated is date of grant. 1,966 shares vest on each of the third and fourth anniversaries of the date of grant.

Delia J. Makhlouta, by power

of attorney ** Signature of Reporting Person 02/17/2009

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.

^{3.} Date indicated is date of grant. The option vests over four years, as follows: 1,582 shares vest on the first anniversary of the date of grant and 4,384 shares vest on each of the second, third and fourth anniversaries of the date of grant.