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Restricted Stock Units

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burd

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Check this box if no longer subject to	STATEMENT OF CH
Section 16. Form 4 or Form 5 obligations may continue. See	
Instruction 1(b).	Filed pursuant to S

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*						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)					
Maleh Paul A						1111	1111			<u></u> ,	<u> </u>	X	X Director			10% Owner			
(Last) 200 CLAF	(Fir RENDON S		(Middle)			Date 1/07/2			Insaction (M	onth	/Day/Year)	X	X Officer (give title below) PRESIDE			Other (spec below) NT AND CEO			
						If Am	endm	ent, Dat	e of Original	File	d (Month/C	ay/Year)		lividual or Joi		• •		cable Line)	
(Street) BOSTON	M	A	02116				X Form filed by One Reporting Person Form filed by More than One Reporting Person												
(City)	(Sta	ate)	(Zip)			Rule 10b5-1(c) Transaction Indication													
	(City) (State) (Zip)						X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												
		Ta	able I - N	lon-De	erivati	ive S	ecu	rities	Acquired	I, D	isposed	of, or B	eneficially	Owned					
1. Title of Se	ecurity (Instr.	3)		2. Transaction Date (Month/Day/Ye		ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (In	Transaction Disposed Of (D) (Inst Code (Instr.			Securities Beneficial Owned Fo	5. Amount of Securities Beneficially Owned Following		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	Transactio	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common S	lock			11/0	7/2023	3			М		6,500) A	\$30.96	175,	,658	i8 D			
Common S	lock			11/0	7/2023	3			S		1,280) D	\$89.8734	¹⁾ 174,	,378	78 D			
Common S	Stock			11/0	7/2023	3			S		4,567	7 D	\$90.7281	²⁾ 169,	811		D		
Common S	Common Stock		11/0	7/2023	3			S		653	D	\$91.366 ⁽³) 169,	169,158		D			
Common S	Common Stock		11/0	8/2023	3			М		8,000) A	\$30.96	177,	177,158		D			
Common S	Stock			11/0	8/2023	3			S		2,664	4 D	\$88.8913	⁴⁾ 174,	174,494		D		
Common S	stock			11/0	8/2023	3			S		1,636	5 D	\$89.3883	⁵⁾ 172,	,858	D			
Common S	Stock			11/0	8/2023	3			S		2,600) D	\$90.5358	⁶⁾ 170,	,258		D		
Common S	btock			11/0	8/2023	3			S		1,000) D	\$91.662 ⁽⁷⁾	7) 169,258		D			
Common Stock		11/0	8/2023	/2023			S		100	D	\$92.36	169,	,158		D				
			Table II						cquired, nts, optio				neficially O curities)	wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	ned 4. n Date, Transactio Code (Inst		nsaction of		6. Date Exercisa 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) 8 enefic Owned Followi Reporte Transac (Instr. 4		10. Ownership Form: Direct (D) or Indirect (I) (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares						
Nonqualified Stock Option (right to buy)	\$30.96	11/07/2023			М			6,500	11/14/2016 ⁽ⁱ	8)	11/14/2023	Common Stock	6,500	\$0	13,500		D		
Nonqualified Stock Option (right to buy)	\$30.96	11/08/2023		м				8,000	11/14/2016 ⁽ⁱ	8)	11/14/2023	Common Stock	8,000	\$0	5,50	00	D		
Restricted Stock Units	(9)								(10)	T	(10)	Common Stock	2,958.0774		2,958.07		8.0774 D		
Restricted Stock Units	(9)								(11) (11) Common Stock 5,545.5765			5,545.5765		D					

(12)

(13)

(14)

(15)

(16)

(17)

(12)

(13)

(14)

(15)

(16)

(17)

Common Stock

Commo Stock

Commo

Stock

Common Stock

Common Stock

Common Stock

5,877.4661

5,737.8077

4,514.3758

10,579.0183

8,127.116

6,057.878

5,877.4661

5,737.8077

4,514.3758

10,579.0183

8,127.116

6,057.878

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	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)		of Deri Sec Acq (A) (Disp of (I	oosed D) tr. 3, 4	Expiration Date (Month/Day/Year)		Securities Underlying		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 Amount or Number of Shares					
Nonqualified Stock Option (right to buy)	\$44.87							12/18/2017 ⁽⁸⁾	12/18/2027	Common Stock	16,304		16,304	D	
Nonqualified Stock Option (right to buy)	\$47.45							12/06/2018 ⁽⁸⁾	12/06/2028	Common Stock	15,173		15,173	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$89.2750 to \$90.18, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$90.30 to \$91.15, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$91.19 to \$91.53, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$88.17 to \$89.1450, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$89.1850 to \$90.16, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$90.25 to \$91.1850, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$91.2650 to \$92.00, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

8. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

9. 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 relative proportions as the RSUs on which they accrue.

10. The RSUs, which include an aggregate of 180.0774 Dividend Units, vest on December 5, 2023.

11. The RSUs, which include an aggregate of 337.5765 Dividend Units, vest on December 5, 2023.

12. The RSUs, which include an aggregate of 214.4661 Dividend Units, vest in two equal annual installments beginning on December 15, 2023.

13. The RSUs, which include an aggregate of 116.8077 Dividend Units, vest in three equal annual installments beginning on March 10, 2024.

14. The RSUs, which include an aggregate of 148.3758 Dividend Units, vest in two equal annual installments beginning on March 22, 2024.

15. The RSUs, which include an aggregate of 386.0183 Dividend Units, vest in two equal annual installments beginning on December 15, 2023.

16. The RSUs, which include an aggregate of 267.1160 Dividend Units, vest in two equal annual installments beginning on March 22, 2024.

17. The RSUs, which include an aggregate of 41.8780 Dividend Units, vest in four equal annual installments beginning on April 11, 2024.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2022.

Delia J. Makhlouta, by power of	11/09/2023
attorney	11/09/2023

** 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.