Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

7,559

2,223

259.894

259.894

4,586

1,349

101.9127

101.9127

D

A

D

A

D

Α

D

\$50.16

\$0.00

\$50.16

\$0.00

\$50.16

\$0.00

\$50.16

136,533

136,792.894

136,533

141,119

139,770

139,871.9127

139,770

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

D

D

D

D

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D

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

				01 56	ction 30(n) or the n	ivesimei	iii Con	ilpariy Act of 194	40							
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol CRA INTERNATIONAL, INC. [CRAI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Maleh Paul A						01111	_,	<u>, 0.</u> [0	X	Director 10% Own		wner				
(Last) (First) (Middle) 200 CLARENDON STREET				3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019							Officer (give title below) Presiden	Other (specify below)				
(Street)				4. If Ame	endment, Date of C	riginal F	iled (N	/lonth/Day/Year)	1	6. Indiv	ridual or Joint/Group F	Filing (Check Appl	icable Line)			
BOSTON	MA	02116							X	X Form filed by One Reporting Person						
(City)	(State)	(Zip)								Form filed by More than One Reporting Person						
		Table I - No	on-Deriv	ative S	Securities Acq	uired,	Dis	posed of, or	r Benef	icially O	wned					
1. Title of Security (Instr. 3) 2. TransDate (Month/It			action Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Addisposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
						Code V		Amount (A) or (D) Pr		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock 03/0°				/2019	A ⁽¹⁾		7,559	A	\$0.00	138,756	D					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

F

A⁽¹⁾

D

A⁽²⁾

F

A⁽²⁾

D

03/01/2019

03/01/2019

03/01/2019

03/01/2019

03/01/2019

03/01/2019

03/01/2019

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)	ection	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)	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		(Instr. 4)		
Restricted Stock Units	(3)	03/01/2019		A ⁽⁴⁾		7,859.933		(5)	(5)	Common Stock	7,859.933	\$0.00	7,859.933	D	
Restricted Stock Units	(3)	03/01/2019		A ⁽⁶⁾		9,375.8254		(7)	(7)	Common Stock	9,375.8254	\$0.00	9,375.8254	D	
Restricted Stock Units	(3)							(8)	(8)	Common Stock	6,203.4282		6,203.4282	D	
Restricted Stock Units	(3)							(9)	(9)	Common Stock	5,171		5,171	D	
Restricted Stock Units	(3)							(10)	(10)	Common Stock	3,372.5262		3,372.5262	D	
Restricted Stock Units	(3)							(11)	(11)	Common Stock	4,901.08		4,901.08	D	
Restricted Stock Units	(3)							(12)	(12)	Common Stock	7,586		7,586	D	
Nonqualified Stock Option (right to buy)	\$18.48							11/19/2013 ⁽¹³⁾	11/19/2020	Common Stock	25,946		25,946	D	
Nonqualified Stock Option (right to buy)	\$30.97							11/20/2014 ⁽¹³⁾	11/20/2021	Common Stock	15,000		15,000	D	
Nonqualified Stock Option (right to buy)	\$21.52							11/12/2015 ⁽¹³⁾	11/12/2022	Common Stock	26,086		26,086	D	
Nonqualified Stock Option (right to buy)	\$30.96							11/14/2016 ⁽¹³⁾	11/14/2023	Common Stock	20,000		20,000	D	
Nonqualified Stock Option (right to buy)	\$44.87							12/18/2017 ⁽¹³⁾	12/18/2027	Common Stock	16,304		16,304	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	e V (A) (D) Date Expiration Date		Title	Amount or Number of Shares							
Nonqualified Stock Option (right to buy)	\$47.45							12/06/2018 ⁽¹³⁾	12/06/2028	Common Stock	15,173		15,173	D	

Explanation of Responses:

- 1. Shares issued in settlement of vesting of performance restricted stock units ("PRSUs") granted on November 14, 2016.
- 2. Shares issued in settlement of vesting of PRSUs granted on July 12, 2017.
- 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. Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on November 14, 2016.
- 5. The RSUs, which include an aggregate of 259.9330 Dividend Units, vest in two equal annual installments beginning on November 14, 2019.
- 6. Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on July 12, 2017.
- 7. The RSUs, which include an aggregate of 203.8254 Dividend Units, vest in two equal annual installments beginning on March 1, 2020.
- 8. The RSUs, which include an aggregate of 89.4282 Dividend Units, vest in three equal annual installments beginning on December 18, 2019.
- 9. The RSUs, which include an aggregate of 171.0000 Dividend Units, vest in two equal annual installments beginning on November 14, 2019. 10. The RSUs, which include an aggregate of 111.5262 Dividend Units, vest on November 12, 2019.
- 11. The RSUs, which include an aggregate of 162.0800 Dividend Units, vest on November 12, 2019.
- 12. The RSUs vest in four equal annual installments beginning on December 6, 2019.
- 13. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Delia J. Makhlouta, by power of 03/05/2019 <u>attorney</u> 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.