SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

			1	1	the Investment Company Act of 1					
Bell Gregory K			2. Date of Event Requiring Stater (Month/Day/Yea 10/20/2006	ment	3. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [ CRAI ]					
(Last) 200 CLARF	(First)	(Middle) E.T. T-33			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		(№	5. If Amendment, Date of Original Filed (Month/Day/Year)		
200 CLARENDON STREET, T-33		-		X Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)		00440			EVP, Platform L	leader			y One Reporting Person	
BOSTON	MA	02116	_					Form filed b Reporting P	y More than One erson	
(City)	(State)	(Zip)								
			Table I - Nor	n-Derivati	ve Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	t (D)   (Instr. 5)			
Common Stock					24,092	D				
			(e.g., puts, cal	ls, warrai	e Securities Beneficially nts, options, convertible	securitie	<u>,</u>			
1. Title of Deri	vative Security (			ls, warrai cisable and ate	-	securities	4. Conversio	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
1. Title of Deri	vative Security (		(e.g., puts, cal 2. Date Exercise Expiration Date	ls, warrai cisable and ate	nts, options, convertible 3. Title and Amount of Securi Underlying Derivative Securi	securities	4. Conversio	on Ownership se Form: Direct (D)	Beneficial Ownership	
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## **Explanation of Responses:**

1. Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.

2. Date indicated is date of grant. The option vests over four years, as follows: 233 shares vest on each of the first and second anniversaries of the date of grant and 1,250 shares vest on each of the third and fourth anniversaries of the date of grant.

3. Date indicated is date of grant. 1,250 shares vest on each of the second, third and fourth anniversaries of the date of grant.

4. Date indicated is date of grant. 4,375 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: 566 shares vest on the first anniversary of the date of grant; 1,152 shares vest on the second anniversary of the date of grant; 1,746 shares vest on the third anniversary of the date of grant and 3,850 shares vest on the fourth anniversary of the date of grant.

6. Date indicated is date of grant. 1,919 shares vest on the second anniversary of the date of grant and 2,104 shares vest on the third anniversary of the date of grant.

7. Date indicated is date of grant. The option vests over four years, as follows: 3,750 shares vest on the first anniversary of the date of grant; 3,507 shares vest on the second anniversary of the date of grant and 1,754 shares vest on each of the third and fourth anniversaries of the date of grant.

8. Date indicated is date of grant. 243 shares vest on the second anniversary of the date of grant and 1,996 shares vest on each of the third and fourth anniversaries of the date of grant.

<u>Delia J. Makhlouta, by power</u>	10/30/2006	
<u>of attorney</u>	10/30/2000	
** Signature of Reporting Person	Date	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Delia J. Makhlouta, James C. Burrows, Wayne D. Mackie and James M. Wells, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of CRA International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of October, 2006.

Gregory K. Bell Print Name 19/373382.3 - 2 - s/Gregory K. Bell Signature