# SEC Form 4

# 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

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 <sup>*</sup> LARNER ROBERT J	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [ CRAI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify
(Last) (First) (Middle) 200 CLARENDON STREET, T-33	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2005	X below) below) Executive Vice President
(Street) BOSTON MA 02116 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>

#### 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)	Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/05/2005		G		1,500	D	\$0.00	8,970	D	
Common Stock	04/21/2006		Α		2,973	Α	\$0.00	11,943	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. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) o Dispe of (D (Instr and 5	rities lired r osed ) r. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	e	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	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$22.81							06/05/2003 <sup>(1)</sup>	06/05/2013	Common Stock	6,500		4,864	D	
Incentive Stock Option (right to buy)	\$32.26							11/25/2005	05/10/2014	Common Stock	1,530		1,530	D	
Nonqualified Stock Option (right to buy)	\$32.26							11/25/2005	05/10/2014	Common Stock	8,470		8,470	D	
Incentive Stock Option (right to buy)	\$50.84							03/25/2005 <sup>(2)</sup>	03/25/2015	Common Stock	4,974		4,974	D	
Nonqualified Stock Option (right to buy)	\$50.84							03/25/2005 <sup>(3)</sup>	03/25/2015	Common Stock	26		26	D	

**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: 1,237 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. 13 shares vest on each of the first and second anniversaries of the date of grant.

Delia J. Makhlouta, by power

of attorney

04/25/2006

\*\* 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.