

Bell Gregory K
 Form 4
 February 26, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bell Gregory K

2. Issuer Name and Ticker or Trading Symbol
 CRA INTERNATIONAL, INC.
 [CRAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CLARENDON STREET, T-33
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Platform Leader

BOSTON, MA 02116
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/24/2009		A		3,139 <u>(1)</u>	A	\$ 0 56,019 D

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

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SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 22.5					06/08/1999 ⁽²⁾	06/08/2009	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 10.688					09/11/2000 ⁽³⁾	09/11/2010	Common Stock	2,966
Incentive Stock Option (right to buy)	\$ 10.85					05/02/2001 ⁽⁴⁾	05/02/2011	Common Stock	3,750
Incentive Stock Option (right to buy)	\$ 13.75					05/30/2003	05/30/2012	Common Stock	3,269
Incentive Stock Option (right to buy)	\$ 13.75					05/30/2002 ⁽⁵⁾	05/30/2012	Common Stock	13,125
Incentive Stock Option (right to buy)	\$ 22.81					06/05/2003 ⁽⁶⁾	06/05/2013	Common Stock	7,314
Nonqualified Stock Option (right to buy)	\$ 22.81					06/05/2003 ⁽⁷⁾	06/05/2013	Common Stock	4,023
Nonqualified Stock Option (right to buy)	\$ 32.26					11/25/2005	05/10/2014	Common Stock	15,000
Nonqualified Stock Option (right to buy)	\$ 50.09					04/01/2005 ⁽⁸⁾	04/01/2015	Common Stock	10,765
Incentive Stock Option (right to buy)	\$ 50.09					04/01/2005 ⁽⁹⁾	04/01/2015	Common Stock	4,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bell Gregory K 200 CLARENDON STREET, T-33 BOSTON, MA 02116			EVP, Platform Leader	

Signatures

Delia J. Makhouta, by power of attorney
02/26/2009

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The shares vest 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 in four equal annual installments beginning on the first anniversary of the date of grant.
- (3) 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.
- (4) Date indicated is date of grant. 1,250 shares vest on each of the second, third and fourth anniversaries of the date of grant.
- (5) Date indicated is date of grant. 4,375 shares vest on each of the second, third and fourth anniversaries of the date of grant.
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;
- (6) 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.
- (7) 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.
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;
- (8) 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.
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.