

Noether Monica G  
Form 4  
February 08, 2012

**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 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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Noether Monica G

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)  
02/06/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Chief Operating Officer

BOSTON, MA 02116

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 02/06/2012                              |                                                             | F                                    |                                                                         | 574                                                                                                                | D                                                                    | \$<br>22.27                             |
|                                       |                                         |                                                             |                                      |                                                                         | 41,083                                                                                                             | D                                                                    |                                         |

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

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information contained in this form are not  
required to respond unless the form  
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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)**

# Edgar Filing: Noether Monica G - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 13.75                                                              |                                         |                                                             |                                         |                                                                                                                       | 05/30/2003 05/30/2012                                          | Common<br>Stock 1,701                                               |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 22.81                                                              |                                         |                                                             |                                         |                                                                                                                       | 06/05/2003 06/05/2013                                          | Common<br>Stock 7,500                                               |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 32.26                                                              |                                         |                                                             |                                         |                                                                                                                       | 11/25/2005 05/10/2014                                          | Common<br>Stock 1,353                                               |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 32.26                                                              |                                         |                                                             |                                         |                                                                                                                       | 11/25/2005 05/10/2014                                          | Common<br>Stock 8,647                                               |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 50.09                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/01/2005 04/01/2015                                          | Common<br>Stock 6,276                                               |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 50.09                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/01/2005 04/01/2015                                          | Common<br>Stock 3,724                                               |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 21.43                                                              |                                         |                                                             |                                         |                                                                                                                       | 11/08/2010 <sup>(1)</sup> 11/08/2017                           | Common<br>Stock 12,443                                              |
| Restricted<br>Stock Units                           | <sup>(2)</sup>                                                        |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup> <sup>(3)</sup>                                  | Common<br>Stock 4,666                                               |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 21.91                                                              |                                         |                                                             |                                         |                                                                                                                       | 11/14/2011 <sup>(1)</sup> 11/14/2018                           | Common<br>Stock 12,000                                              |
| Restricted<br>Stock Units                           | <sup>(2)</sup>                                                        |                                         |                                                             |                                         |                                                                                                                       | <sup>(4)</sup> <sup>(4)</sup>                                  | Common<br>Stock 6,000                                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners               |               |

## Edgar Filing: Noether Monica G - Form 4

Director   10% Owner   Officer

Other

Noether Monica G  
200 CLARENDON STREET, T-33  
BOSTON, MA 02116

EVP, Chief Operating Officer

## Signatures

Delia J. Makhlouta, by power of  
attorney

02/08/2012

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

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock; vested restricted stock units are payable in the form of cash, shares of the Issuer's common stock or a combination thereof.

(3) The restricted stock units vest in four equal annual installments beginning November 8, 2011. To the extent vested restricted stock units 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.

(4) The restricted stock units vest in four equal annual installments beginning November 14, 2012. To the extent vested restricted stock units 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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