

Noether Monica G
Form 4
March 07, 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)
03/05/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify 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 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	03/05/2012		A ⁽¹⁾		1,928	A	\$ 0
							43,419
Common Stock	03/05/2012		F		613	D	\$ 22.53
							42,806

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Units	(2)	03/05/2012		A(3)	5,786	(4)	(4)	Common Stock 5,
Incentive Stock Option (right to buy)	\$ 22.81					06/05/2003	06/05/2013	Common Stock 7,
Incentive Stock Option (right to buy)	\$ 32.26					11/25/2005	05/10/2014	Common Stock 1,
Nonqualified Stock Option (right to buy)	\$ 32.26					11/25/2005	05/10/2014	Common Stock 8,
Incentive Stock Option (right to buy)	\$ 50.09					04/01/2005	04/01/2015	Common Stock 6,
Nonqualified Stock Option (right to buy)	\$ 50.09					04/01/2005	04/01/2015	Common Stock 3,
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010(5)	11/08/2017	Common Stock 12
Restricted Stock Units	(2)					(4)	(4)	Common Stock 4,
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011(5)	11/14/2018	Common Stock 12
Restricted Stock Units	(2)					(6)	(6)	Common Stock 6,

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

03/07/2012

__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) Shares issued in settlement of vesting of performance restricted stock units granted on November 8, 2010.

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. To the extent vested restricted stock units are

(2) 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.

(3) Unvested restricted stock units resulting from the determination of the outcome of performance conditions of performance restricted stock units granted on November 8, 2010.

(4) The restricted stock units vest in three equal annual installments beginning on November 8, 2012.

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

(6) The restricted stock units vest in four equal annual installments beginning on November 14, 2012.

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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