

CRA INTERNATIONAL, INC.

Form 4

November 12, 2014

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 *
MACKIE WAYNE D

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-32

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, CFO and Treasurer

(Street)

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

BOSTON, MA 02116

(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	11/08/2014		M		934	A	\$ 0 16,104
Common Stock	11/08/2014		F		305	D	\$ 31.11 15,799
Common Stock	11/08/2014		M		1,157	A	\$ 0 16,956
Common Stock	11/08/2014		F		377	D	\$ 31.11 16,579

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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/08/2014		M	934	<u>(2)</u>	<u>(2)</u>	Common Stock	9,000
Restricted Stock Units	<u>(1)</u>	11/08/2014		M	1,157	<u>(2)</u>	<u>(2)</u>	Common Stock	1,157
Incentive Stock Option (right to buy)	\$ 41.16					10/05/2005	10/05/2015	Common Stock	9,000
Nonqualified Stock Option (right to buy)	\$ 41.16					10/05/2005	10/05/2015	Common Stock	15,000
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 ⁽³⁾	11/08/2017	Common Stock	7,000
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 ⁽³⁾	11/14/2018	Common Stock	7,000
Restricted Stock Units	<u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,000
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 ⁽³⁾	11/19/2020	Common Stock	9,000
Restricted Stock Units	<u>(1)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKIE WAYNE D 200 CLARENDON STREET, T-32 BOSTON, MA 02116			EVP, CFO and Treasurer	

Signatures

Delia J. Makhouta, by power of attorney

11/12/2014

__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).

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

- (1) 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.
- (2) The restricted stock units vested on November 8, 2014.
- (3) Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) The restricted stock units vest in two equal annual installments beginning on November 14, 2014.
- (5) The restricted stock units vest in four equal annual installments beginning November 19, 2014.

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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