

CRA INTERNATIONAL, INC.

Form 4

March 09, 2016

**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 \*  
Lowenstein Arnold J

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Chief Strategy 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<br>Acquired (A) or<br>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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 03/07/2016                              |                                                             | A <sup>(1)</sup>                     |                                                                            | 3,200                                                                                                              | A                                                                    | \$ 0 33,888                                                       |
| Common<br>Stock                       | 03/07/2016                              |                                                             | F                                    |                                                                            | 1,208                                                                                                              | D                                                                    | \$ 20 32,680                                                      |

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Restricted Stock Units                     | (2)                                                    | 03/07/2016                           |                                                    | A(3)                           | 3,200                                                                                   | (4) (4)                                                  | Common Stock 3,                                             |
| Nonqualified Stock Option (right to buy)   | \$ 21.43                                               |                                      |                                                    |                                |                                                                                         | 11/08/2010(5) 11/08/2017                                 | Common Stock 7,                                             |
| Nonqualified Stock Option (right to buy)   | \$ 21.91                                               |                                      |                                                    |                                |                                                                                         | 11/14/2011(5) 11/14/2018                                 | Common Stock 9,                                             |
| Nonqualified Stock Option (right to buy)   | \$ 18.48                                               |                                      |                                                    |                                |                                                                                         | 11/19/2013(5) 11/19/2020                                 | Common Stock 12                                             |
| Restricted Stock Units                     | (2)                                                    |                                      |                                                    |                                |                                                                                         | (4) (4)                                                  | Common Stock 3,                                             |
| Nonqualified Stock Option (right to buy)   | \$ 30.97                                               |                                      |                                                    |                                |                                                                                         | 11/20/2014(5) 11/20/2021                                 | Common Stock 7,                                             |
| Restricted Stock Units                     | (2)                                                    |                                      |                                                    |                                |                                                                                         | (6) (6)                                                  | Common Stock 2,                                             |
| Nonqualified Stock Option (right to buy)   | \$ 21.52                                               |                                      |                                                    |                                |                                                                                         | 11/12/2015(5) 11/12/2022                                 | Common Stock 7,                                             |
| Restricted Stock Units                     | (2)                                                    |                                      |                                                    |                                |                                                                                         | (7) (7)                                                  | Common Stock 3,                                             |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|-----------------------------------------------------------------|----------------------------------|
|                                                                 | Director 10% Owner Officer Other |
| Lowenstein Arnold J<br>200 CLARENDON STREET<br>BOSTON, MA 02116 | EVP, Chief Strategy Officer      |

## Signatures

Delia J. Makhlouta, by power of  
attorney

03/09/2016

\_\_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 19, 2013.

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 19, 2013.

(4) The restricted stock units vest in two equal annual installments beginning on November 19, 2016.

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

(6) The restricted stock units vest in three equal annual installments beginning on November 20, 2016.

(7) The restricted stock units vest in four equal annual installments beginning on November 12, 2016.

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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