

CRA INTERNATIONAL, INC.

Form 4

November 22, 2016

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 *
Holmes Chad M

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2016

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

200 CLARENDON STREET

(Street)

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

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	11/19/2016		M		406 A \$ 0	8,566	D
Common Stock	11/19/2016		F		127 D \$ 31.57	8,439	D
Common Stock	11/19/2016		M		400 A \$ 0	8,839	D
Common Stock	11/19/2016		F		125 D \$ 31.57	8,714	D
Common Stock	11/20/2016		M		703 A \$ 0	9,417	D

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Common Stock 11/20/2016 F 219 D \$ 31.57 9,198 D

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	11/19/2016		M	406	(2) (2)	Common Stock	406
Restricted Stock Units	(1)	11/19/2016		M	400	(2) (2)	Common Stock	400
Restricted Stock Units	(1)	11/20/2016		M	703	(3) (3)	Common Stock	703
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010(4) 11/08/2017	Common Stock	2,480
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011(4) 11/14/2018	Common Stock	2,400
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013(4) 11/19/2020	Common Stock	3,240
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014(4) 11/20/2021	Common Stock	5,620
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015(4) 11/12/2022	Common Stock	7,820

Restricted Stock Units	(1)	(5)	(5)	Common Stock	2,93
Nonqualified Stock Option (right to buy)	\$ 30.96	11/14/2016 ⁽⁴⁾	11/14/2023	Common Stock	6,00
Restricted Stock Units	(1)	(6)	(6)	Common Stock	3,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Chad M 200 CLARENDON STREET BOSTON, MA 02116			CFO, EVP and Treasurer	

Signatures

Delia J. Makhouta, by power of attorney
11/22/2016

**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).

Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs are paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as

- (1) 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. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
- (2) The remaining RSUs vest on November 19, 2017.
- (3) The remaining RSUs vest in two equal annual installments beginning on November 20, 2017.
- (4) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) The RSUs vest in three equal annual installments beginning on November 12, 2017.
- (6) The RSUs vest in four equal annual installments beginning on November 14, 2017.

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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