CRA INTERNATIONAL, INC.
Form 4
March 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lowenstein Arnold J

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CRA INTERNATIONAL, INC. [CRAI]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Chief Strategy Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2017		A(1)		1,950	A	$ 0	30,097	D	
Common Stock	03/15/2017		F		633	D	$ 35.98	29,464	D	
Common Stock	03/15/2017		A(1)		7.4611	A	$ 0	29,471.4611	D	
Common Stock	03/15/2017		D		7.4611	D	$ 35.98	29,464	D	

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

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	03/15/2017		A(3)		1,957.4611		(4)	(4)	Common Stock
Nonqualified Stock Option (right to buy)	$ 21.91							11/14/2011(5)	11/14/2018	Common Stock
Nonqualified Stock Option (right to buy)	$ 18.48							11/19/2013(5)	11/19/2020	Common Stock
Restricted Stock Units	(2)							(6)	(6)	Common Stock
Restricted Stock Units	(2)							(7)	(7)	Common Stock
Nonqualified Stock Option (right to buy)	$ 30.97							11/20/2014(5)	11/20/2021	Common Stock
Restricted Stock Units	(2)							(8)	(8)	Common Stock
Nonqualified Stock Option (right to buy)	$ 21.52							11/12/2015(5)	11/12/2022	Common Stock
Restricted Stock Units	(2)							(9)	(9)	Common Stock
Nonqualified Stock Options (right to buy)	$ 30.96							11/14/2016(5)	11/14/2023	Common Stock
Restricted Stock Units	(2)							(10)	(10)	Common Stock

Reporting Owners

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

Signatures

Delia J. Makhlouta, by power of attorney	03/17/2017
**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 ("PRSUs") granted on November 20, 2014.

(2) 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 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.

(3) Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on November 20, 2014.

(4) The RSUs, which include an aggregate of 7.4611 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.

(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 RSUs, which include an aggregate of 12.4121 Dividend Units, vest on November 19, 2017.

(7) The RSUs, which include an aggregate of 12.2438 Dividend Units, vest on November 19, 2017.

(8) The RSUs, which include an aggregate of 10.7631 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.

(9) The RSUs, which include an aggregate of 11.2298 Dividend Units, vest in three equal annual installments beginning on November 12, 2017.

(10) The RSUs, which include an aggregate of 11.4785 Dividend Units, 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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