

CRA INTERNATIONAL, INC.
 Form 4
 March 09, 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)
 03/07/2016

____ 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	03/07/2016		A ⁽¹⁾		799	A	\$ 0 7,778
Common Stock	03/07/2016		F		291	D	\$ 20 7,487

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)	800	(4)	(4)	Common Stock	800
Nonqualified Stock Option (right to buy)	\$ 24.11					10/28/2009(5)	10/28/2016	Common Stock	2,080
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010(5)	11/08/2017	Common Stock	2,480
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011(5)	11/14/2018	Common Stock	2,400
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013(5)	11/19/2020	Common Stock	3,240
Restricted Stock Units	(2)					(4)	(4)	Common Stock	812
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014(5)	11/20/2021	Common Stock	5,620
Restricted Stock Units	(2)					(6)	(6)	Common Stock	2,112
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015(5)	11/12/2022	Common Stock	7,820
Restricted Stock Units	(2)					(7)	(7)	Common Stock	3,912

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
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. Option vests 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.