

CRA INTERNATIONAL, INC.

Form 4

November 15, 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)
11/12/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify 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 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	11/12/2016		M		978	A	\$ 0 33,658
Common Stock	11/12/2016		F		318	D	\$ 31.44 33,340

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 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>	11/12/2016		M			978	<u>(2)</u>	<u>(2)</u>	Common Stock	
Nonqualified Stock Options (right to buy)	\$ 30.96	11/14/2016		A		6,000		11/14/2016 ⁽³⁾	11/14/2023	Common Stock	6,000
Restricted Stock Units	<u>(1)</u>	11/14/2016		A		3,000		<u>(4)</u>	<u>(4)</u>	Common Stock	3,000
Nonqualified Stock Option (right to buy)	\$ 21.91							11/14/2011 ⁽³⁾	11/14/2018	Common Stock	9,000
Nonqualified Stock Option (right to buy)	\$ 18.48							11/19/2013 ⁽³⁾	11/19/2020	Common Stock	1,000
Restricted Stock Units	<u>(1)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	3,000
Restricted Stock Units	<u>(1)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	3,000
Nonqualified Stock Option (right to buy)	\$ 30.97							11/20/2014 ⁽³⁾	11/20/2021	Common Stock	7,000
Restricted Stock Units	<u>(1)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	2,000
Nonqualified Stock Option (right to buy)	\$ 21.52							11/12/2015 ⁽³⁾	11/12/2022	Common Stock	7,000

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. Makhoul, by power of
attorney

11/15/2016

__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 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 remaining restricted stock units vest in three equal annual installments beginning on November 12, 2017.
- (3) Date indicated is date of grant. Options vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) The restricted stock units vest in four equal annual installments beginning on November 14, 2017.
- (5) The restricted stock units vest in two equal annual installments beginning on November 19, 2016.
- (6) The restricted stock units vest in three equal annual installments beginning on November 20, 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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