

CRA INTERNATIONAL, INC.

Form 4

November 22, 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

OMB  
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2005  
Estimated average  
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(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)  
200 CLARENDON STREET  
(Street)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CFO, EVP and Treasurer

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	11/19/2016		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
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/19/2016		M	406	<u>(2)</u> <u>(2)</u>	Common Stock 406
Restricted Stock Units	<u>(1)</u>	11/19/2016		M	400	<u>(2)</u> <u>(2)</u>	Common Stock 400
Restricted Stock Units	<u>(1)</u>	11/20/2016		M	703	<u>(3)</u> <u>(3)</u>	Common Stock 703
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 <sup>(4)</sup> 11/08/2017	Common Stock 2,48
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 <sup>(4)</sup> 11/14/2018	Common Stock 2,40
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 <sup>(4)</sup> 11/19/2020	Common Stock 3,24
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014 <sup>(4)</sup> 11/20/2021	Common Stock 5,62
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015 <sup>(4)</sup> 11/12/2022	Common Stock 7,82

Restricted Stock Units	(1)	(5)	(5)	Common Stock	2,93
Nonqualified Stock Option (right to buy)	\$ 30.96	11/14/2016 <sup>(4)</sup>	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. Makhoul, 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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