

Noether Monica G
 Form 4
 February 29, 2012

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 *
 Noether Monica G

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, T-33
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2012

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

BOSTON, MA 02116

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

(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)
				(A) or (D)	Price		
			Code V	Amount			
Common Stock	02/28/2012		M	1,701	\$ 13.75	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)

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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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 13.75	02/28/2012		M	1,701	05/30/2003	05/30/2012	Common Stock	1,
Incentive Stock Option (right to buy)	\$ 22.81					06/05/2003	06/05/2013	Common Stock	7,
Incentive Stock Option (right to buy)	\$ 32.26					11/25/2005	05/10/2014	Common Stock	1,
Nonqualified Stock Option (right to buy)	\$ 32.26					11/25/2005	05/10/2014	Common Stock	8,
Incentive Stock Option (right to buy)	\$ 50.09					04/01/2005	04/01/2015	Common Stock	6,
Nonqualified Stock Option (right to buy)	\$ 50.09					04/01/2005	04/01/2015	Common Stock	3,
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 ⁽¹⁾	11/08/2017	Common Stock	12
Restricted Stock Units	⁽²⁾					⁽³⁾	⁽³⁾	Common Stock	4,
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 ⁽¹⁾	11/14/2018	Common Stock	12
Restricted Stock Units	⁽²⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Noether Monica G
200 CLARENDON STREET, T-33
BOSTON, MA 02116

EVP, Chief Operating Officer

Signatures

Delia J. Makhlouta, by power of
attorney

02/29/2012

__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) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

(2) 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.

(3) The restricted stock units vest in four equal annual installments beginning November 8, 2011. To the extent vested restricted stock units 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.

(4) The restricted stock units vest in four equal annual installments beginning November 14, 2012. To the extent vested restricted stock units 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.

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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