

Noether Monica G
Form 4
February 29, 2012

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 *
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
____X____ Officer (give title ____ Other (specify
below) 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)
____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	02/28/2012		M		1,701	A	\$ 13.75
					41,491	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Common Stock
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. Makhoul, 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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