Edgar Filing: CRA INTERNATIONAL, INC. - Form 4

CRA INTEF Form 4 March 17, 2		L, IN	C.											
FORM A									OMB APPROVAL					
UNITED STATES SE							OMMISSION	OMB	3235-0287					
Check th										Number:	January 31,			
if no lon subject to Section 2 Form 4 c	6. 07				SECUR	RITIES			NERSHIP OF	Expires: 2008 Estimated average burden hours per response 0.4				
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section	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)													
Holmes Chad M Sym				Symbol	r Name and NTERNA'			-	5. Relationship of Reporting Person(s) to Issuer					
				[CRAI]					(Check all applicable)					
(f Earliest Ti Day/Year) 017	ransaction			Director 10% Owner X Officer (give title Other (specify below) below) CFO, EVP and Treasurer					
(Street) 4. If Am				4. If Ame	endment, Da	ate Original	1		6. Individual or Joint/Group Filing(Check					
. ,					nth/Day/Year	-	-		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
			(7:-)						Person					
(City)	(State)		(Zip)		le I - Non-I			-	uired, Disposed of,	of, or Beneficially Owned				
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, i any (Month/Day/Year)			Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	03/15/2017	,			A <u>(1)</u>	1,462	А	\$0	10,660	D				
Common Stock	03/15/2017	,			F	455	D	\$ 35.98	10,205	D				
Common Stock	03/15/2017				A <u>(1)</u>	5.5958	А	\$0	10,210.5958	D				
Common Stock	03/15/2017				D	5.5958	D	\$ 35.98	10,205	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)

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. Transact Code (Instr. 8)	TransactionDerivative Code Securities Acquired		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Underlying (Instr. 3 an		
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(2)</u>	03/15/2017		A <u>(3)</u>		1,468.5958		(4)	(4)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.43							11/08/2010(5)	11/08/2017	Common Stock
Nonqualified Stock Opton (right to buy)	\$ 21.91							11/14/2011 <u>(5)</u>	11/14/2018	Commor Stock
Nonqualified Stock Option (right to buy)	\$ 18.48							11/19/2013 <u>(5)</u>	11/19/2020	Common Stock
Resticted Stock Units	<u>(2)</u>							<u>(6)</u>	(6)	Common Stock
Restricted Stock Units	<u>(2)</u>							(7)	(7)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.97							11/20/2014 <u>(5)</u>	11/20/2021	Commor Stock
Restricted Stock Units	<u>(2)</u>							(8)	(8)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.52							11/12/2015 <u>(5)</u>	11/12/2022	Commor Stock
Restricted Stock Units	<u>(2)</u>							<u>(9)</u>	<u>(9)</u>	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.96							11/14/2016(5)	11/14/2023	Commor Stock
	<u>(2)</u>							(10)	(10)	

Restricted Stock Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Officer

Holmes Chad M 200 CLARENDON STREET BOSTON, MA 02116

CFO, EVP and Treasurer

Other

Signatures

Delia J. Makhlouta, by power of attorney

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Director 10% Owner

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

03/17/2017

Date

(1) Shares issued in settlement of vesting of performance restricted stock units ("PRSUs") granted on November 20, 2014.

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 indicted 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

- (2) 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.
- (3) Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on November 20, 2014.
- (4) The RSUs, which include an aggregate of 5.5958 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.
- (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 RSUs, which include an aggregate of 3.1069 Dividend Units, vest on November 19, 2017.
- (7) The RSUs, which include an aggregate of 3.0609 Dividend Units, vest on November 19, 2017.
- (8) The RSUs, which include an aggregate of 8.0732 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.
- (9) The RSUs, which include an aggregate of 11.2298 Dividend Units, vest in three equal annual installments beginning on November 12, 2017.
- (10) The RSUs, which include an aggregate of 11.4785 Dividend Units, 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. 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.