

NIMMO WALTER S
 Form 4
 November 05, 2004

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 *
 NIMMO WALTER S

2. Issuer Name and Ticker or Trading Symbol
 CHARLES RIVER LABORATORIES INTERNATIONAL INC [CRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2004

251 BALLARDVALE STREET
 (Street)

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

WILMINGTON, MA 01887
 (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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/02/2004		M		84,300	A	\$ 0.03	620,395	D
Common Stock	11/02/2004		S		84,300	D	\$ 46.4702	536,095	D
Common Stock	11/03/2004		M		5,422	A	\$ 0.03	541,517	D
Common Stock	11/03/2004		M		18,000	A	\$ 22.19	559,517	D
Common Stock	11/03/2004		M		667	A	\$ 22.19	560,184	D

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Common Stock	11/03/2004	M	60,000	A	\$ 29.55	620,184	D
Common Stock	11/03/2004	S	242,289	D	\$ 46.3318	377,895	D
Common Stock	11/04/2004	S	23,411	D	\$ 46.048	354,484	D

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

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(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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Options (Right to buy)	\$ 0.03					<u>(1)</u>	03/25/2012	Common Stock	1
Stock Options (Right to buy)	\$ 46.8	11/01/2004		A	20,000	11/01/2005 ⁽²⁾	11/01/2009	Common Stock	20
Stock Options (Right to buy)	\$ 0.03	11/02/2004		M	70,948	<u>(3)</u>	08/31/2011	Common Stock	70
Stock Options (Right to buy)	\$ 22.19	11/03/2004		M	18,000	<u>(4)</u>	06/28/2013	Common Stock	18,000
Stock Options (Right to buy)	\$ 29.55	11/03/2004		M	60,000	<u>(4)</u>	01/30/2014	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIMMO WALTER S 251 BALLARDVALE STREET WILMINGTON, MA 01887			X	

Signatures

Deborah Gray 11/04/2004

__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).
- (4) Immediately
 - (3) Immediately
 - (2) Options become exercisable one year from the date of grant
 - (1) Immediately

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.