

CRA INTERNATIONAL, INC.
 Form 4
 December 20, 2016

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 *
 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)
 12/16/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, EVP and Treasurer

BOSTON, MA 02116
 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D)	9,198	D	

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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	12/16/2016		A	3.1069 <u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units	<u>(1)</u>	12/16/2016		A	3.0609 <u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	<u>(1)</u>	12/16/2016		A	8.0732 <u>(2)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	<u>(1)</u>	12/16/2016		A	11.2298 <u>(2)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(1)</u>	12/16/2016		A	11.4785 <u>(2)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 ⁽⁸⁾	11/08/2017	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 ⁽⁸⁾	11/14/2018	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 ⁽⁸⁾	11/19/2020	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014 ⁽⁸⁾	11/20/2021	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015 ⁽⁸⁾	11/12/2022	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.96					11/14/2016 ⁽⁸⁾	11/14/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Chad M 200 CLARENDON STREET			CFO, EVP and Treasurer	

BOSTON, MA 02116

Signatures

Delia J. Makhouta, by power of
attorney

12/20/2016

__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) Amount reported represents Dividend Units accrued on the RSUs at \$36.59 per RSU on December 16, 2016. These Dividend Units are payable only in cash.
- (3) The RSUs, which include an aggregate of 3.1069 Dividend Units, vest on November 19, 2017.
- (4) The RSUs, which include an aggregate of 3.0609 Dividend Units, vest on November 19, 2017.
- (5) The RSUs, which include an aggregate of 8.0732 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.
- (6) The RSUs, which include an aggregate of 11.2298 Dividend Units, vest in three equal annual installments beginning on November 12, 2017.
- (7) The RSUs, which include an aggregate of 11.4785 Dividend Units, vest in four equal annual installments beginning on November 14, 2017.
- (8) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

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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