

CRA INTERNATIONAL, INC.  
 Form 4  
 March 17, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
 03/15/2017

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 CFO, EVP and Treasurer

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	03/15/2017		A <sup>(1)</sup>		1,462	A	\$ 0
Common Stock	03/15/2017		F		455	D	\$ 35.98
Common Stock	03/15/2017		A <sup>(1)</sup>		5.5958	A	\$ 0
Common Stock	03/15/2017		D		5.5958	D	\$ 35.98

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

