

BURROWS JAMES C
Form 4
February 26, 2009

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 *
BURROWS JAMES C

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)
02/24/2009

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/24/2009 | | A | | 5,022 (1) | A | \$ 0 195,694 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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 23 | | | | | 03/12/1999 ⁽²⁾ | 03/12/2009 | Common Stock | 10,000 |
| Incentive Stock Option (right to buy) | \$ 19.75 | | | | | 04/25/2000 ⁽³⁾ | 04/25/2010 | Common Stock | 13,250 |
| Incentive Stock Option (right to buy) | \$ 13.75 | | | | | 05/30/2003 | 05/30/2012 | Common Stock | 2,624 |
| Nonqualified Stock Option (right to buy) | \$ 13.75 | | | | | 05/30/2003 | 05/30/2012 | Common Stock | 7,376 |
| Incentive Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽⁴⁾ | 06/05/2013 | Common Stock | 14,734 |
| Nonqualified Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽⁵⁾ | 06/05/2013 | Common Stock | 10,260 |
| Nonqualified Stock Option (right to buy) | \$ 32.26 | | | | | 11/25/2005 | 05/10/2014 | Common Stock | 30,000 |
| Nonqualified Stock Option (right to buy) | \$ 50.84 | | | | | 03/25/2005 ⁽⁶⁾ | 03/25/2015 | Common Stock | 21,060 |
| Incentive Stock Option (right to buy) | \$ 50.84 | | | | | 03/25/2005 ⁽⁷⁾ | 03/25/2015 | Common Stock | 3,932 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BURROWS JAMES C
200 CLARENDON STREET, T-33 X President and CEO
BOSTON, MA 02116

Signatures

Delia J. Makhoul, by power of attorney 02/26/2009

__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) The shares vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Date indicated is date of grant. The option vests over three years, as follows: 4,347 shares vest on the date of grant, 4,347 shares vest on the first anniversary of the date of grant and 1,306 shares vest on the second anniversary of the date of grant.
- (3) Date indicated is date of grant. The option vests over four years, as follows: 3,542 shares vest on the first anniversary of the date of grant and 3,236 shares vest on each of the second, third and fourth anniversaries of the date of grant.
- (4) Date indicated is date of grant. The option vests over four years, as follows: 1,582 shares vest on the first anniversary of the date of grant and 4,384 shares vest on each of the second, third and fourth anniversaries of the date of grant.
- (5) Date indicated is date of grant. The option vests over four years, as follows: 4,668 shares vest on the first anniversary of the date of grant and 1,866 shares vest on each of the second, third and fourth anniversaries of the date of grant.
- (6) Date indicated is date of grant. The option vests over four years, as follows: 6,250 shares vest on each of the first and second anniversaries of the date of grant and 4,284 shares vest on the third and fourth anniversaries of the date of grant.
- (7) Date indicated is date of grant. 1,966 shares vest on each of the third and fourth anniversaries 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. 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.