

CRA INTERNATIONAL, INC.
 Form 3
 November 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Holmes Chad M | | (Month/Day/Year) | CRA INTERNATIONAL, INC. [CRAI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 CLARENDON STREET, | | 11/10/2014 | (Check all applicable) | |
| T-32 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO, EVP and Treasurer | |
| BOSTON,Â MAÂ 02116 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,535 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

Edgar Filing: CRA INTERNATIONAL, INC. - Form 3

| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--|--------------------------------------|--------------------------------------|----------------------------|
| Nonqualified Stock Option (right to buy) | 10/28/2009 ⁽¹⁾ 10/28/2016 | Common Stock 2,088 \$ 24.11 | D Â |
| Nonqualified Stock Option (right to buy) | 11/08/2010 ⁽¹⁾ 11/08/2017 | Common Stock 2,489 \$ 21.43 | D Â |
| Nonqualified Stock Option (right to buy) | 11/14/2011 ⁽¹⁾ 11/14/2018 | Common Stock 2,400 \$ 21.91 | D Â |
| Restricted Stock Units | Â ⁽²⁾ Â ⁽²⁾ | Common Stock 600 \$ ⁽³⁾ | D Â |
| Nonqualified Stock Option (right to buy) | 11/19/2013 ⁽¹⁾ 11/19/2020 | Common Stock 3,243 \$ 18.48 | D Â |
| Restricted Stock Units | Â ⁽⁴⁾ Â ⁽⁴⁾ | Common Stock 1,622 \$ ⁽³⁾ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holmes Chad M 200 CLARENDON STREET, T-32 BOSTON, MA 02116 | Â | Â | Â CFO, EVP and Treasurer | Â |

Signatures

Delia J. Makhlouta, by power of attorney
 11/12/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) The restricted stock units vest in two equal annual installments beginning on November 14, 2014.
 Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock; vested restricted stock units are payable in the form of cash, shares of the Issuer's common stock or a combination thereof. To the extent vested restricted stock units are paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as 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.
- (4) The restricted stock units vest in four equal annual installments beginning November 19, 2014.

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.