

CRA INTERNATIONAL, INC.
 Form 4
 January 24, 2007

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
 200 CLARENDON STREET, T-33
 (Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**CRA INTERNATIONAL, INC.
 [CRAI]**

3. Date of Earliest Transaction
 (Month/Day/Year)
01/22/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/22/2007 | | S | 25,000 (1) \$ 51.2261 | 178,854 | D | |
| Common Stock | | | | | 14,790 | I (2) | By trust |

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

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SEC 1474 (9-02)

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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 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 ⁽³⁾ 03/12/2009 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 19.75 | | | | | 04/25/2000 ⁽⁴⁾ 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 ⁽⁵⁾ 06/05/2013 | Common Stock 14,734 |
| Nonqualified Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽⁶⁾ 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 ⁽⁷⁾ 03/25/2015 | Common Stock 21,060 |
| Incentive Stock Option (right to buy) | \$ 50.84 | | | | | 03/25/2005 ⁽⁸⁾ 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 BOSTON, MA 02116 | X | | President and CEO | |

Signatures

Delia J. Makhouta, by power of attorney
01/24/2007

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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Represents shares held by the James C. Burrows Irrevocable Trust 1998, Art. Second for the benefit of certain members of Dr. Burrows' immediate family. Dr. Burrows disclaims beneficial ownership of the shares held by the Trust.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) Date indicated is date of grant. 1,966 shares vest on each of the third and fourth anniversaries of the date of grant.

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