

CRA INTERNATIONAL, INC.
 Form 4
 February 25, 2014

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 *
MACKIE WAYNE D

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-32
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO 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)
				(A) or (D)	Price		
Common Stock	02/23/2014		F	V	\$ 619	D	15,170
					22.44		D

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

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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)	\$ 41.16					10/05/2005	10/05/2015	Common Stock	9,716
Nonqualified Stock Option (right to buy)	\$ 41.16					10/05/2005	10/05/2015	Common Stock	15,288
Nonqualified stock options (right to buy)	\$ 21.43					11/08/2010 ⁽¹⁾	11/08/2017	Common Stock	7,466
Restricted Stock Units	⁽²⁾					⁽³⁾	⁽³⁾	Common Stock	934
Restricted Stock Units	⁽²⁾					⁽³⁾	⁽³⁾	Common Stock	1,157
Nonqualified Stock Option (right to buy)	\$ 21.91					11/14/2011 ⁽¹⁾	11/14/2018	Common Stock	7,200
Restricted Stock Units	⁽²⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	1,800
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013 ⁽¹⁾	11/19/2020	Common Stock	9,730
Restricted Stock Units	⁽²⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	4,865

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKIE WAYNE D 200 CLARENDON STREET, T-32 BOSTON, MA 02116			EVP, CFO and Treasurer	

Signatures

Delia J. Makhouta, by power of
attorney

02/25/2014

__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) Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.

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

(2) 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.

(3) The restricted stock units vest on November 8, 2014.

(4) The restricted stock units vest in two equal annual installments beginning on November 14, 2014.

The restricted stock units vest in four equal annual installments beginning November 19, 2014. 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

(5) 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.

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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