

FOSTER JAMES C
Form 4
February 22, 2005

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 *
FOSTER JAMES C

2. Issuer Name and Ticker or Trading Symbol
CHARLES RIVER LABORATORIES INTERNATIONAL INC [CRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

251 BALLARDVALE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2005

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

WILMINGTON, MA 01887

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/17/2005		M	2,000	A	\$ 5.33	192,928	D
Common Stock	02/17/2005		S	2,000	D	\$ 47.75	190,928	D
Common Stock	02/17/2005		M	1,000	A	\$ 5.33	191,928	D
Common Stock	02/17/2005		S	1,000	D	\$ 47.771	190,928	D
Common Stock	02/17/2005		M	1,000	A	\$ 5.33	191,928	D

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Common Stock	02/17/2005	S	1,000	D	\$ 47.97	190,928	D
Common Stock	02/17/2005	M	1,000	A	\$ 5.33	191,928	D
Common Stock	02/17/2005	S	1,000	D	\$ 48.04	190,928	D
Common Stock	02/17/2005	M	1,000	A	\$ 5.33	191,928	D
Common Stock	02/17/2005	S	1,000	D	\$ 48	190,928	D
Common Stock	02/17/2005	M	1,000	A	\$ 5.33	191,928	D
Common Stock	02/17/2005	S	1,000	D	\$ 48.08	190,928	D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.33	02/17/2005		M	2,000	09/29/2000 09/29/2009	Common Stock	2,000
Stock Options (Right to Buy)	\$ 5.33	02/17/2005		M	1,000	09/29/2000 09/29/2009	Common Stock	1,000
Stock Options	\$ 5.33	02/17/2005		M	1,000	09/29/2000 09/29/2009	Common Stock	1,000

(Right to Buy)									
Stock Options (Right to Buy)	\$ 5.33	02/17/2005	M	1,000	09/29/2000	09/29/2009	Common Stock	1,000	
Stock Options (Right to Buy)	\$ 5.33	02/17/2005	M	1,000	09/29/2000	09/29/2009	Common Stock	1,000	
Stock Options (Right to Buy)	\$ 5.33	02/17/2005	M	1,000	09/29/2000	09/29/2009	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER JAMES C 251 BALLARDVALE STREET WILMINGTON, MA 01887	X		President and CEO	

Signatures

s/James C.
Foster

02/22/2005

**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).

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.