

Yellin Jonathan D
Form 4
March 14, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yellin Jonathan 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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and General Counsel

BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2018		A ⁽¹⁾	1,421	A \$ 0 9,051	D	
Common Stock	03/12/2018		F	419	D \$ 50.69 8,632	D	
Common Stock	03/12/2018		A ⁽¹⁾	27.4195	A \$ 0 8,659.4195	D	
Common Stock	03/12/2018		D	27.4195	D \$ 50.69 8,632	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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restrocted Stock Units	<u>(2)</u>	03/12/2018		A <u>(3)</u>		1,448.4196		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.91							11/14/2011 <u>(9)</u>	11/14/2018	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.48							11/19/2013 <u>(9)</u>	11/19/2020	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.97							11/20/2014 <u>(9)</u>	11/20/2021	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.52							11/12/2015 <u>(9)</u>	11/12/2022	Common Stock
Nonqualified Stock Option (right to buy)	\$ 44.87							12/18/2017 <u>(9)</u>	12/18/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Yellin Jonathan D
200 CLARENDON STREET
BOSTON, MA 02116

EVP and General Counsel

Signatures

Delia J. Makhlouta, by power of
attorney

03/14/2018

__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) Shares issued in settlement of vesting of performance restricted stock units ("PRSUs") granted on November 12, 2015.
Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs 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. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
- (2) 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. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
- (3) Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on November 12, 2015.
- (4) The RSUs, which include an aggregate of 27.4196 Dividend Units, vest in two equal annual installments beginning on November 12, 2018.
- (5) The RSUs, which include an aggregate of 18.8667 Dividend Units, vest in two equal annual installments beginning on November 12, 2018.
- (6) The RSUs vest in four equal annual installments beginning on December 18, 2018.
- (7) The RSUs, which include an aggregate of 6.7905 Dividend Units, vest on November 20, 2018.
- (8) The RSUs, which include an aggregate of 7.0611 Dividend Units, vest on November 20, 2018.
- (9) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary 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.

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