

Bell Gregory K
 Form 4
 February 26, 2009

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 *
 Bell Gregory K

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-33
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Platform Leader

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/24/2009 | | A | | 3,139 <u>(1)</u> | A | \$ 0 56,019 D |

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

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.

SEC 1474
 (9-02)

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) | \$ 22.5 | | | | | 06/08/1999 ⁽²⁾ | 06/08/2009 | Common Stock | 5,000 |
| Incentive Stock Option (right to buy) | \$ 10.688 | | | | | 09/11/2000 ⁽³⁾ | 09/11/2010 | Common Stock | 2,966 |
| Incentive Stock Option (right to buy) | \$ 10.85 | | | | | 05/02/2001 ⁽⁴⁾ | 05/02/2011 | Common Stock | 3,750 |
| Incentive Stock Option (right to buy) | \$ 13.75 | | | | | 05/30/2003 | 05/30/2012 | Common Stock | 3,269 |
| Incentive Stock Option (right to buy) | \$ 13.75 | | | | | 05/30/2002 ⁽⁵⁾ | 05/30/2012 | Common Stock | 13,125 |
| Incentive Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽⁶⁾ | 06/05/2013 | Common Stock | 7,314 |
| Nonqualified Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽⁷⁾ | 06/05/2013 | Common Stock | 4,023 |
| Nonqualified Stock Option (right to buy) | \$ 32.26 | | | | | 11/25/2005 | 05/10/2014 | Common Stock | 15,000 |
| Nonqualified Stock Option (right to buy) | \$ 50.09 | | | | | 04/01/2005 ⁽⁸⁾ | 04/01/2015 | Common Stock | 10,765 |
| Incentive Stock Option (right to buy) | \$ 50.09 | | | | | 04/01/2005 ⁽⁹⁾ | 04/01/2015 | Common Stock | 4,235 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bell Gregory K 200 CLARENDON STREET, T-33 BOSTON, MA 02116 | | | EVP, Platform Leader | |

Signatures

Delia J. Makhouta, by power of attorney
02/26/2009

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) The shares vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (3) Date indicated is date of grant. The option vests over four years, as follows: 233 shares vest on each of the first and second anniversaries of the date of grant and 1,250 shares vest on each of the third and fourth anniversaries of the date of grant.
- (4) Date indicated is date of grant. 1,250 shares vest on each of the second, third and fourth anniversaries of the date of grant.
- (5) Date indicated is date of grant. 4,375 shares vest on each of the second, third and fourth anniversaries of the date of grant.
Date indicated is date of grant. The option vests over four years, as follows: 566 shares vest on the first anniversary of the date of grant;
- (6) 1,152 shares vest on the second anniversary of the date of grant; 1,746 shares vest on the third anniversary of the date of grant and 3,850 shares vest on the fourth anniversary of the date of grant.
- (7) Date indicated is date of grant. 1,919 shares vest on the second anniversary of the date of grant and 2,104 shares vest on the third anniversary of the date of grant.
Date indicated is date of grant. The option vests over four years, as follows: 3,750 shares vest on the first anniversary of the date of grant;
- (8) 3,507 shares vest on the second anniversary of the date of grant and 1,754 shares vest on each of the third and fourth anniversaries of the date of grant.
- (9) Date indicated is date of grant. 243 shares vest on the second anniversary of the date of grant and 1,996 shares vest on each of the third and fourth anniversaries 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. 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.