

Amendment No. 1
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CHARLES RIVER ASSOCIATES INCORPORATED
(Name of Issuer)

Common Stock
(Title of Class of Securities)

159852 10 2
(CUSIP Number)

December 31, 2000
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- /X/ Rule 13d-1(b)
- / / Rule 13d-1(c)
- / / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 6 pages

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

The Northwestern Mutual Life Insurance Company
39-0509570

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a) / /
- (b) / /

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION: Wisconsin

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

- 5. SOLE VOTING POWER
323,700

- 6. SHARED VOTING POWER
144,000

- 7. SOLE DISPOSITIVE POWER
323,700

- 8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 467,700
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions): N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 5.4%
12. TYPE OF REPORTING PERSON (See Instructions): IC

Item 1

- (a) Name of Issuer: Charles River Associates Incorporated
- (b) Address of Issuer's Principal Executive Offices: 200 Clarendon Street, T-33, Boston, MA 02116-5092

Item 2

- (a) Name of Person Filing: The Northwestern Mutual Life Insurance Company
- (b) Address of Principal Business Office: 720 East Wisconsin Avenue, Milwaukee, Wisconsin 53202
- (c) Citizenship or Place of Organization: Wisconsin
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 159852 10 2

Item 3 If this statement is filed pursuant to Sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) / / Broker or Dealer registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) /X/ Insurance company as defined in section 3(a)(19) of the Act
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940
- (e) / / An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f) / / An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F)
- (g) / / A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) / / Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 467,700 shares. Of such amount, (i) 57,900 shares are owned by the Small Cap Aggressive Growth Stock Portfolio of Northwestern Mutual Series Fund, Inc., a wholly owned subsidiary of The Northwestern Mutual Life Insurance Company and a registered

investment company; (ii) 77,400 shares are held in The Northwestern Mutual Life Insurance Company Group Annuity Separate Account; (iii) 3,200 shares are owned by the Asset Allocation Fund and 4,300 shares are owned by the Small Cap Growth Stock Fund of Mason Street Funds, Inc., an affiliate of The Northwestern Mutual Life Insurance Company and a registered investment company; and (iv) 1,200 shares are owned by Northwestern Long Term Care Insurance Company, a wholly owned subsidiary of The Northwestern Mutual Life Insurance Company. Northwestern Mutual Investment Services, LLC, a wholly owned subsidiary of The Northwestern Mutual Life Insurance Company and a registered investment advisor, serves as an investment advisor to the Small Cap Aggressive Growth Stock Portfolio, Asset Allocation Fund, Small Cap Growth Stock Fund, and Northwestern Long Term Care Insurance Company. Northwestern Investment Management Company, LLC, of which The Northwestern Mutual Life Insurance Company is the sole member, serves as an investment advisor to The Northwestern Mutual Life Insurance Company.

(b) Percent of Class: 5.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
323,700

(ii) Shared power to vote or to direct the
vote: 144,000

(iii) Sole power to dispose or to direct the
disposition of: 323,700

(iv) Shared power to dispose or to direct the
disposition of: 144,000

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /.

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: N/A

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2001

THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY

By: /s/ Robert J. Berdan

Robert J. Berdan
Vice President and
General Counsel

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