SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

Section 16. Form 4 or Form 5 obligations may continue. See nstruction 1(b).	Check this box if no longer subject t	0
	Section 16. Form 4 or Form 5	

1. Name and Address of Reporting Person'

BURROWS JAMES C

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

CRA INTERNATIONAL, INC. [CRAI]

2. Issuer Name and Ticker or Trading Symbol

 Estimated average burden hours per response:
 0.5

 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 10% Owner

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or E	eneficially Owned
(City) (State) (Zip)	
	Form filed by More than One Reporting Person
(Street) BOSTON MA 02116 4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(Last) (First) (Middle) 200 CLARENDON STREET, T-33 3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) President and CEO

-		Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Disposed Of (I				Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
С	ommon Stock	01/22/2007		S		25,000 ⁽¹⁾	D	\$51.2261	178,854	D	
С	common Stock								14,790	I ⁽²⁾	By trust

Т				uired, Disposed of, s, options, convertib	-	Owned		
Transaction	24 Deemed	4	5 Number	6 Date Exercisable and	7 Title and Amount	9 Drice of	9 Number of	10

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Instri and S	vative rities lired r osed) 7. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$23							03/12/1999 ⁽³⁾	03/12/2009	Common Stock	10,000		10,000	D	
Incentive Stock Option (right to buy)	\$19.75							04/25/2000 ⁽⁴⁾	04/25/2010	Common Stock	13,250		13,250	D	
Incentive Stock Option (right to buy)	\$13.75							05/30/2003	05/30/2012	Common Stock	2,624		2,624	D	
Nonqualified Stock Option (right to buy)	\$13.75							05/30/2003	05/30/2012	Common Stock	7,376		7,376	D	
Incentive Stock Option (right to buy)	\$22.81							06/05/2003 ⁽⁵⁾	06/05/2013	Common Stock	14,734		14,734	D	
Nonqualified Stock Option (right to buy)	\$22.81							06/05/2003 ⁽⁶⁾	06/05/2013	Common Stock	10,266		10,266	D	
Nonqualified Stock Option (right to buy)	\$32.26							11/25/2005	05/10/2014	Common Stock	30,000		30,000	D	
Nonqualified Stock Option (right to buy)	\$50.84							03/25/2005 ⁽⁷⁾	03/25/2015	Common Stock	21,068		21,068	D	
Incentive Stock Option (right to buy)	\$50.84							03/25/2005 ⁽⁸⁾	03/25/2015	Common Stock	3,932		3,932	D	

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. Represents shares held by the James C. Burrows Irrevocable Trust 1998, Art. Second for the benefit of certain members of Dr. Burrows' immediate family. Dr. Burrows disclaims beneficial ownership of the

shares held by the Trust.

3. Date indicated is date of grant. The option vests over three years, as follows: 4,347 shares vest on the date of grant, 4,347 shares vest on the first anniversary of the date of grant and 1,306 shares vest on the second anniversary of the date of grant.

4. Date indicated is date of grant. The option vests over four years, as follows: 3,542 shares vest on the first anniversary of the date of grant and 3,236 shares vest on each of the second, third and fourth anniversaries of the date of grant.

5. Date indicated is date of grant. The option vests over four years, as follows: 1,582 shares vest on the first anniversary of the date of grant and 4,384 shares vest on each of the second, third and fourth anniversaries of the date of grant.

6. Date indicated is date of grant. The option vests over four years, as follows: 4,668 shares vest on the first anniversary of the date of grant and 1,866 shares vest on each of the second, third and fourth anniversaries of the date of grant.

7. Date indicated is date of grant. The option vests over four years, as follows: 6,250 shares vest on each of the first and second anniversaries of the date of grant and 4,284 shares vest on the third and fourth anniversaries of the date of grant.

8. Date indicated is date of grant. 1,966 shares vest on each of the third and fourth anniversaries of the date of grant.

Delia J. Makhlouta, by power of attorney 01/24/2007

** Signature of Reporting Person Date

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

* 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.

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 Number.