

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Holmes Chad M</u>			2. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC. [ CRAI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CFO, EVP and Treasurer</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____			
200 CLARENDON STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
BOSTON	MA	02116							

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2019		M		2,3438	A	\$0.00	22,508.3438	D	
Common Stock	12/13/2019		D		2,3438	D	\$55.04	22,506	D	

**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 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				
Restricted Stock Units	(1)	12/13/2019		A		9,3752 <sup>(2)</sup>		(3)	(3)	Common Stock	9,3752	\$0.00	1,691.9915	D	
Restricted Stock Units	(1)	12/13/2019		M			2,3438	(3)	(3)	Common Stock	2,3438	\$0.00	1,689.6477	D	
Restricted Stock Units	(1)	12/13/2019		A		3,2874 <sup>(2)</sup>		(4)	(4)	Common Stock	3,2874	\$0.00	789.979	D	
Restricted Stock Units	(1)	12/13/2019		A		4,9969 <sup>(2)</sup>		(5)	(5)	Common Stock	4,9969	\$0.00	1,200.7681	D	
Restricted Stock Units	(1)	12/13/2019		A		6,575 <sup>(2)</sup>		(6)	(6)	Common Stock	6,575	\$0.00	1,580.0234	D	
Restricted Stock Units	(1)							(7)	(7)	Common Stock	2,729		2,729	D	
Nonqualified Stock Option (right to buy)	\$18.48							11/19/2013 <sup>(8)</sup>	11/19/2020	Common Stock	3,243		3,243	D	
Nonqualified Stock Option (right to buy)	\$30.97							11/20/2014 <sup>(8)</sup>	11/20/2021	Common Stock	5,625		5,625	D	
Nonqualified Stock Option (right to buy)	\$21.52							11/12/2015 <sup>(8)</sup>	11/12/2022	Common Stock	7,826		7,826	D	
Nonqualified Stock Option (right to buy)	\$30.96							11/14/2016 <sup>(8)</sup>	11/14/2023	Common Stock	6,000		6,000	D	
Nonqualified Stock Option (right to buy)	\$44.87							12/18/2017 <sup>(8)</sup>	12/18/2027	Common Stock	4,076		4,076	D	
Nonqualified Stock Option (right to buy)	\$47.45							12/06/2018 <sup>(8)</sup>	12/06/2028	Common Stock	4,425		4,425	D	

**Explanation of Responses:**

- 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.
- Amount reported represents Dividend Units accrued on the RSUs at \$55.04 on December 13, 2019. These Dividend Units are payable only in cash.
- The RSUs, which include an aggregate of 30,6477 Dividend Units (excluding any Dividend Units disposed of as reported herein), vest in three equal annual installments beginning on December 6, 2020.
- The RSUs, which include an aggregate of 39,9790 Dividend Units, vest on November 14, 2020.

5. The RSUs, which include an aggregate of 60.7681 Dividend Units, vest on November 14, 2020.
6. The RSUs, which include an aggregate of 51.0234 Dividend Units, vest in three equal annual installments beginning on December 18, 2019.
7. The RSUs vest in four equal annual installments beginning on December 5, 2020.
8. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Delia J. Makhlouta, by power of attorney 12/17/2019

\*\* 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.

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