

Noether Monica G  
 Form 4  
 February 25, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Noether Monica G

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)  
 02/24/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Operating Officer

BOSTON, MA 02116

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

(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 (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/24/2011		F	574	\$ 23.12	D	
Common Stock	02/24/2011		F	561	\$ 24.95	D	

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

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SEC 1474  
 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 21.43					11/08/2010 <sup>(1)</sup> 11/08/2017	Common Stock 12,443
Restricted Stock Units	<sup>(2)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 6,221
Incentive Stock Option (right to buy)	\$ 13.75					05/30/2003 05/30/2012	Common Stock 1,701
Incentive Stock Option (right to buy)	\$ 22.81					06/05/2003 06/05/2013	Common Stock 7,500
Incentive Stock Option (right to buy)	\$ 32.26					11/25/2005 05/10/2014	Common Stock 1,353
Nonqualified Stock Option (right to buy)	\$ 32.26					11/25/2005 05/10/2014	Common Stock 8,647
Incentive Stock Option (right to buy)	\$ 50.09					04/01/2005 04/01/2015	Common Stock 6,276
Nonqualified Stock Option (right to buy)	\$ 50.09					04/01/2005 04/01/2015	Common Stock 3,724

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noether Monica G			EVP, Chief Operating Officer	

200 CLARENDON STREET, T-33  
BOSTON, MA 02116

## Signatures

Delia J. Makhoul, by power of  
attorney

02/25/2011

\_\_\_\_\_\*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) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock; vested restricted stock units are payable in the form of cash, shares of the Issuer's common stock or a combination thereof.
- (3) The restricted stock units vest in four equal annual installments beginning November 8, 2011. Vested shares will be issued to the reporting person as soon as possible after vesting.

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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