

Maleh Paul A
Form 4
May 11, 2009

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 *
Maleh Paul A

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)
05/07/2009

____ 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 | 05/07/2009 | | F | 589 | \$ 21.99 | 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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Nonqualified Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2006 06/05/2013 | Common Stock 1,880 |
| Incentive Stock Option (right to buy) | \$ 22.81 | | | | | 06/05/2003 ⁽¹⁾ 06/05/2013 | Common Stock 4,620 |
| 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 ⁽²⁾ 04/01/2015 | Common Stock 10,492 |
| Incentive Stock Option (right to buy) | \$ 50.09 | | | | | 04/01/2005 ⁽³⁾ 04/01/2015 | Common Stock 4,508 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maleh Paul A 200 CLARENDON STREET, T-33 BOSTON, MA 02116 | | | EVP, Chief Operating Officer | |

Signatures

Delia J. Makhoulta, by power of attorney
 Date: 05/11/2009

**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)

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Date indicated is date of grant. 1,370 shares vest on the third anniversary of the date of grant and 3,250 shares vest on the fourth 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;

- (2) 3,234 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.
- (3) Date indicated is date of grant. 516 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.

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