

Noether Monica G
 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 *
 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)
 05/07/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP

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		
			Code V	Amount			
Common Stock	05/07/2009		F	394	\$ 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)
Incentive Stock Option (right to buy)	\$ 13.75					Date Exercisable: 05/30/2003 Expiration Date: 05/30/2012	Title: Common Stock Amount or Number of Shares: 1,701
Incentive Stock Option (right to buy)	\$ 22.81					Date Exercisable: 06/05/2003 ⁽¹⁾ Expiration Date: 06/05/2013	Title: Common Stock Amount or Number of Shares: 7,500
Incentive Stock Option (right to buy)	\$ 32.26					Date Exercisable: 11/25/2005 Expiration Date: 05/10/2014	Title: Common Stock Amount or Number of Shares: 1,353
Nonqualified Stock Option (right to buy)	\$ 32.26					Date Exercisable: 11/25/2005 Expiration Date: 05/10/2014	Title: Common Stock Amount or Number of Shares: 8,647
Incentive Stock Option (right to buy)	\$ 50.09					Date Exercisable: 04/01/2005 ⁽²⁾ Expiration Date: 04/01/2015	Title: Common Stock Amount or Number of Shares: 6,276
Nonqualified Stock Option (right to buy)	\$ 50.09					Date Exercisable: 04/01/2005 ⁽³⁾ Expiration Date: 04/01/2015	Title: Common Stock Amount or Number of Shares: 3,724

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noether Monica G 200 CLARENDON STREET, T-33 BOSTON, MA 02116			EVP	

Signatures

Delia J. Makhouta, by power of attorney
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) Date indicated is date of grant. The option vests in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Date indicated is date of grant. 1,142 shares vest on each of the first and second anniversaries of the date of grant and 1,996 shares vest on each of the third and fourth anniversaries of the date of grant.
- (3) Date indicated is date of grant. 1,358 shares vest on each of the first and second anniversaries of the date of grant and 504 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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