
UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION

FORM 4
WASHINGTON,
D.C. 20549
OMB
APPROVAL -

----- / /
CHECK THIS
BOX IF NO
STATEMENT
OF CHANGES
IN

BENEFICIAL
OWNERSHIP
OMB NUMBER:
3235-0287
LONGER
SUBJECT TO
EXPIRES:
DECEMBER
31, 2001

SECTION 16.
FORM 4 OR
Filed
pursuant to
Section
16(a) of
the
Securities
Exchange
Act of
1934,

ESTIMATED
AVERAGE
BURDEN FORM
5
OBLIGATIONS
MAY Section
17(a) of
the Public
Utility
Holding
Company Act
of 1935 or
HOURS PER
RESPONSE
.... 0.5

CONTINUE.
SEE Section
30(f) of
the
Investment
Company Act
of 1940 ---

INSTRUCTION
1(b).
(Print or
Type
Responses)

Amendment,
(Check
Applicable
Line) Date
of Original
_X_Form
filed by
One
Reporting
Person
(Month/Year)

___Form
filed by
More than
One
Wilmington
MA 01887
Reporting
Person - --

(City)
(State)
(Zip) TABLE
I - NON-
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED
OF, OR
BENEFICIALLY
OWNED - ---

----- 1.
Title of
Security 2.
Trans- 3.
Trans- 4.
Securities
Acquired
(A) 5.
Amount of
6. Owner-
7. Nature
(Instr. 3)
action
action or
Disposed of
(D)
Securities
ship of In-
Date Code
(Instr. 3,
4 and 5)
Beneficially
Form:
direct
(Instr. 8)
Owned at
Direct
Bene-

FORM 4
(CONTINUED)
TABLE II -
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES)

-- 1. Title
of
Derivative
Security 2.
Conver- 3.
Trans- 4.
Transac- 5.
Number of
Deriv- 6.
Date Exer-
(Instr. 3)
sion or
action tion
Code ative
Securities
Ac- cisable
and Ex-
Exercise
Date (Instr.
8) quired
(A) or Dis-
piration
Date Price
of (Month/
posed of (D)
(Month/Day/
Deriv- Day/
(Instr. 3,
4, and 5)
Year) ative
Year)
Security ---

----- Date
Expira- ----

Exer- tion
cisable Date
Code V (A)
(D) - -----

**Intentional
misstatements
or omissions
of facts
constitute
**Signature
of Reporting
Person Date
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.

Foster,
James If
space is
insufficient,
SEE

Instruction
6 for
procedure.

251
Ballardvale
Street

Potential
persons who
are to
respond to
the
collection
of

information
contained in
this form
are not
required to
respond
unless the
form

displays a
currently
Wilmington,
MA 01887
valid OMB
Number.

Charles
River
Laboratories
Int'l, Inc.
(CRL)

12/2001 Page
2 SEC 1474
(7-97)