

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

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

**CHARLES RIVER LABORATORIES
INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

251 Ballardvale St., Wilmington, MA
(Address of Principal Executive Offices)

06-1397316
(I.R.S. Employer
Identification No.)

01887
(Zip Code)

Charles River Laboratories International, Inc. 2007 Incentive Plan
(Full Title of the Plan)

David P. Johst
Corporate Executive Vice President,
General Counsel and
Corporate Secretary
Charles River Laboratories International, Inc.
251 Ballardvale St.
Wilmington, MA 01887
(781) 222-6000
(Name and Address of Agent for Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee (2)
Common Stock, par value \$0.01 per share	2,500,000 shares	\$32.02	\$80,050,000	\$4,467

(1) Represents 2,500,000 shares issuable pursuant to the 2007 Incentive Plan, as amended, plus such indeterminate number of additional shares of Charles River Laboratories International, Inc. Common Stock as may be required pursuant to the Registrant's 2007 Incentive Plan in the event of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Registrant's capital stock.

(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, as amended, based on the average of the high (\$32.32) and low (\$31.71) prices of the Registrant's Common Stock, \$0.01 par value per share, reported on the New York Stock Exchange on July 29, 2009.

EXPLANATORY NOTE

On June 29, 2006, we filed a Registration Statement on Form S-8 (File No. 333-144177) (referred to in this document as, the "First Registration Statement") that registered under the Securities Act of 1933, as amended (the "Securities Act"), an aggregate of 6,300,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), issuable by us under our 2007 Incentive Plan (the "2007 Plan"). This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 2,500,000 shares of Common Stock issuable upon the exercise of awards granted, or to be granted, under the 2007 Plan at any time or from time to time after the date hereof. Pursuant to General Instruction E to Form S-8, we hereby incorporate by reference the contents of the First Registration Statement.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. INTEREST OF NAMED EXPERTS AND COUNSEL

David P. Johst, who has issued the opinion of the Registrant's law department on the legality of the Common Stock of the Registrant offered hereby, is Corporate Executive Vice President, Human Resources, General Counsel, Chief Administrative Officer and Corporate Secretary of the Registrant. Mr. Johst owns shares of the Registrant's Common Stock and holds employee stock options to purchase the Registrant's Common Stock.

Item 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description of Documents
4.1**	Form of certificate representing shares of common stock, \$0.01 par value per share.
4.2**	Amended and Restated Certificate of Incorporation of Charles River Laboratories International, Inc.
4.3***	By-laws of Charles River Laboratories International, Inc.
5.1*	Opinion of David P. Johst, Esq. as to the legality of the securities being registered.
23.1*	Consent of David P. Johst, Esq. (included in Exhibit 5.1).
23.2*	Consent of PricewaterhouseCoopers LLP.
24.1*	Power of Attorney (included on the signature page of this Registration Statement).

* Filed herewith.

** Previously filed as an exhibit to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-35524) filed June 23, 2000, and incorporated by reference herein.

*** Previously filed as an exhibit to the Registrant's Current Report on Form 8-K (File No. 001-15943), as filed on December 5, 2008, and incorporated by reference herein.

Exhibit Index

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August 4, 2009

Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

I am Corporate Executive Vice President, Human Resources, General Counsel, Chief Administrative Officer and Corporate Secretary of Charles River Laboratories International, Inc., a Delaware corporation (the "Company"), and have acted as counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company under the Securities Act of 1933, as amended, relating to the issuance of up to 2,500,000 additional shares of the Company's common stock, par value \$.01 (the "Shares"), in connection with the Charles River Laboratories International, Inc. 2007 Incentive Plan, as amended through the date hereof (the "Plan").

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate documents and records which I have deemed necessary or appropriate for the purposes of the opinion and have conducted such other investigations of fact and law as I have deemed necessary or advisable for purposes of this opinion. I have assumed that the signatures (other than those of officers of the Company) on all documents that I have examined are genuine.

I am an attorney admitted to practice in the Commonwealth of Massachusetts. I express no opinion concern the laws of any jurisdiction other than the laws of the United States of America and the Delaware General Corporation Law.

Based upon the foregoing, I am of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan upon receipt by the Company of adequate consideration therefore, will be legally issued, fully paid and non-assessable.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Act, applicable requirements of state laws regulating the offer and sale of securities and applicable requirement of the New York Stock Exchange.

I hereby consent to the filing of the opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ David P. Johst

David P. Johst, Esq.
Corporate Executive Vice President, Human Resources,
General Counsel, Chief Administrative Officer and
Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2009, except with respect to our opinion on the consolidated financial statements insofar as it relates to the change in accounting for convertible debt instruments and noncontrolling interest in a subsidiary, described in Note 2 of the consolidated financial statements, as to which date is August 4, 2009, relating to the financial statements and the effectiveness of internal control over financial reporting, which appear in Charles River Laboratories International, Inc.'s Current Report on Form 8-K filed on August 4, 2009.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

August 4, 2009
