SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] FOSTER JAMES C (Last) (First) (Middle) 251 BALLARDVALE STREET (Street) WILMINGTON MA 01887 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol CHARLES RIVER LABORATORIES INTERNATIONAL INC [CRL] 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								197,428	D	
Common Stock								10,000	I	Held by Spouse
Common Stock								2,000	I	Held by Self as Trustee for Alex C. Foster
Common Stock								2,000	I	Held by Self as Trustee for Zachary W. Foster

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	$5.33							12/31/2000	09/29/2009	Common Stock	393,824		393,824	D	
Stock Options (Right to buy)	$16							06/23/2001	06/23/2010	Common Stock	40,000		40,000	D	
Stock Options (Right to buy)	$31.97							08/01/2002	08/01/2011	Common Stock	77,500		77,500	D	
Stock Options (Right to buy)	$32.15							07/15/2005	07/15/2012	Common Stock	155,000		155,000	D	
Stock Options (Right to buy)	$32.87							07/23/2004	07/23/2013	Common Stock	200,000		200,000	D	
Stock Options (Right to buy)	$43.07	02/13/2004	02/13/2004	A		150,000		02/13/2005[(1)]	02/13/2014	Common Stock	150,000	$0	150,000	D	

Explanation of Responses:
1. The options vest on a 3 year schedule beginning on February 13, 2005

Deborah E. Gray   02/17/2004

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.