Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or	Secti	on 30(h)	of the	Inves	tment	Com	npany Act	of 19	40							
1. Name and Address of Reporting Person*  CAWTHORN ROBERT				2. Issuer Name and Ticker or Trading Symbol CHARLES RIVER LABORATORIES										(Ch	eck all ap	tionship of Reporting Persor all applicable) Director			on(s) to Iss		
					.   <u>IN</u>	INTERNATIONAL INC [ CRL ]										_		give title		Other (s	
(Last) (First) (Middle) 251 BALLARDVALE STREET				3. Date of Earliest Transaction (Month/Day/Year) 08/20/2003											belo		give tide		below)	роспу	
(Street)					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line	6. Individual or Joint/Group Filing (Check Applicable Line)					
WILMINGTON MA 01887																X Form filed by One Reporting Person  Form filed by More than One Reporting					
(City)	(:	State)	(Zip)													Per		ea by Mor	e tnan	One Repoi	ring
		Tak	ole I - Noi	n-Deriv	ative	e Se	curitie	s Ac	quir	ed, D	isp	osed o	f, o	r Ben	eficial	y Own	ed				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				h/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Ye			ansact	4. Securi Dispose 5)					Secu Bene Owne	5. Amount of Securities Beneficially Owned Following		Form	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									C	ode \	,	Amount	t (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		on(s)			(Instr. 4)
			Table II -									sed of, onvertil				Owne	d				
Derivative Conversion Date Executity Or Exercise (Month/Day/Year) if an			3A. Deeme Execution if any (Month/Day	Date,	4. Transaction Code (Instr. B)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisab Expiration Date (Month/Day/Year)			Amount o		ount of urities lerlying ivative \$		8. Price Derivati Security (Instr. 5)	ve /	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerc	isable		xpiration ate	Title		Amount or Number of Shares						

05/03/2004

08/20/2004(1)

## Explanation of Responses:

\$33.7

\$35.05

Stock Options

Stock Options

(Right to

(Right to

buy)

 $1. \ \mbox{Options}$  become exercisable one year from the date of grant

08/20/2003

Deborah E. Gray

Common

Stock

Common

Stock

05/03/2007

08/20/2008

08/22/2003

6,000

6,000

D

D

\*\* Signature of Reporting Person

6,000

6,000

\$<mark>0</mark>

Date

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

08/20/2003

- $^{\star}$  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).

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.

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