SEC Form 4

FORM 4

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

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

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

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* Smith David Ross (Last) (First) (Middle) 251 BALLARDVALE STREET			2. Issuer Name and Ticker or Trading Symbol <u>CHARLES RIVER LABORATORIES</u> <u>INTERNATIONAL INC</u> [CRL] 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2018		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below) Corporate Executive VP & CFO		
(Street) WILMINGTON (City)	MA (State)	01887 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Form filed by One Repor Form filed by More than (Person	ting 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock ⁽¹⁾	02/23/2018		A		3,408	Α	\$ <mark>0</mark>	15,079	D	
Common Stock	02/24/2018		F		403	D	\$109.34	14,676	D	
Common Stock	02/26/2018		F		380	D	\$109.34	14,296	D	

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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exerci Expiration Dat (Month/Day/Ye	e	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)	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		(Instr. 4)		
Stock Options (Right to Buy)	\$109.34	02/23/2018		A		15,382		02/23/2019 ⁽²⁾	02/23/2023	Common Stock	15,382	\$0	15,382	D	

Explanation of Responses:

1. Consists of 3,408 unvested restricted stock units that vest equally over four (4) years beginning one (1) year from the date of issuance.

2. Stock options vest as follows: 3,845 options vest one (1) year from the date of grant, 3,846 options vest two (2) years from the date of grant, 3,845 options vest three (3) years from the date of grant, and 3,846 options vest four (4) years from the date of grant.

/s/ David R. Smith

** Signature of Reporting Person

02/25/2018 Date

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.

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