

FOSTER JAMES C
Form 4
February 26, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSTER JAMES C

2. Issuer Name and Ticker or Trading Symbol
CHARLES RIVER LABORATORIES INTERNATIONAL INC [CRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)
251 BALLARDVALE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WILMINGTON, MA 01887
(City) (State) (Zip)

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)	(A) or (D)	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	Price		
Common Stock	02/14/2019		G	V	3,575	\$ 0	D	
Common Stock ⁽¹⁾	02/22/2019		A		16,357	\$ 0	D	
Common Stock	02/23/2019		F		1,997	\$ 144.67	D	
Common Stock	02/24/2019		F		2,212	\$ 144.67	D	
Common Stock						18,390	I	2017 GRAT

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Common Stock	25,000	I	2018 GRAT
Common Stock	10,000	I	Held By Spouse
Common Stock	340	I	By Trust

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 144.67	02/22/2019		A	69,743	02/22/2020 ⁽²⁾ 02/22/2024	Common Stock	69,743			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER JAMES C 251 BALLARDVALE STREET WILMINGTON, MA 01887	X			Chairman, President and CEO

Signatures

/s/ James C. Foster 02/25/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Consists of 16,357 unvested restricted stock units that vest as follows: 4,089 shares vest one (1) year from the date of issuance, 4,089 shares vest two (2) years from the date of issuance, 4,089 shares vest three (3) years from the date of issuance, and 4,090 shares vest four (4) years from the date of issuance.
- (1) Shares vest two (2) years from the date of issuance, 4,089 shares vest three (3) years from the date of issuance, and 4,090 shares vest four (4) years from the date of issuance.
- (2) Stock options vest as follows: 17,435 options vest one (1) year from the date of grant, 17,436 options vest two (2) years from the date of grant, 17,436 options vest three (3) years from the date of grant, and 17,436 options vest four (4) years from the date of grant.

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

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