

CHARLES RIVER LABORATORIES INTERNATIONAL INC
 Form 4
 February 29, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 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 *
 JOHST DAVID P

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)
 Corporate Executive VP

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2016

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/25/2016 | | M | 34,075 | A | \$ 24.8 | 189,023 D |
| Common Stock | 02/25/2016 | | S | 30,020 | D | \$ 73 | 159,003 D |
| Common Stock | 02/25/2016 | | S | 100 | D | \$ 73.02 | 158,903 D |
| Common Stock | 02/25/2016 | | S | 100 | D | \$ 73.05 | 158,803 D |
| Common Stock | 02/25/2016 | | S | 100 | D | \$ 73.06 | 158,703 D |

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| | | | | | | | |
|-----------------------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.07 | 158,603 | D |
| Common Stock | 02/25/2016 | S | 200 | D | \$ 73.08 | 158,403 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.1 | 158,303 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.11 | 158,203 | D |
| Common Stock | 02/25/2016 | S | 790 | D | \$ 73.12 | 157,413 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.14 | 157,313 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.15 | 157,213 | D |
| Common Stock | 02/25/2016 | S | 200 | D | \$ 73.16 | 157,013 | D |
| Common Stock | 02/25/2016 | S | 200 | D | \$ 73.18 | 156,813 | D |
| Common Stock | 02/25/2016 | S | 400 | D | \$ 73.2 | 156,413 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.21 | 156,313 | D |
| Common Stock | 02/25/2016 | S | 400 | D | \$ 73.23 | 155,913 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.2315 | 155,813 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.232 | 155,713 | D |
| Common Stock | 02/25/2016 | S | 100 | D | \$ 73.234 | 155,613 | D |
| Common Stock | 02/25/2016 | S | 665 | D | \$ 73.24 | 154,948 | D |
| Common Stock ⁽¹⁾ | 02/26/2016 | A | 1,366 | A | \$ 0 | 156,314 | D |
| Common Stock ⁽²⁾ | 02/26/2016 | A | 6,553 | A | \$ 0 | 162,867 | D |
| Common Stock | 02/27/2016 | F | 987 | D | \$ 73.7 | 161,880 | D |
| Common Stock | 02/28/2016 | F | 1,134 | D | \$ 73.7 | 160,746 | D |

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

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 control number. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options (Right to Buy) | \$ 24.8 | 02/25/2016 | | M | 34,075 | 02/27/2010 02/27/2016 | Common Stock 3 |
| Stock Options (Right to Buy) | \$ 73.7 | 02/26/2016 | | A | 32,158 | 02/26/2017 ⁽³⁾ 02/26/2021 | Common Stock 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHST DAVID P 251 BALLARDVALE STREET WILMINGTON, MA 01887 | | | Corporate Executive VP | |

Signatures

/s/David Johst 02/29/2016
 **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).
- (1) Consists of 1,366 unvested restricted stock units that vest equally over two (2) years beginning one (1) year from the date of issuance.
 Consists of 6,553 unvested restricted stock units that vest as follows: 1,638 shares vest one (1) year from the date of issuance, 1,638 shares vest two (2) years from the date of issuance, 1,638 shares vest three (3) years from the date of issuance, and 1,639 shares vest four (4) years from the date of issuance.

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- (3) Stock options vest as follows: 8,039 options vest one (1) year from the date of grant, 8,040 options vest two (2) years from the date of grant, 8,039 options vest three (3) years from the date of grant, and 8,040 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.