

JOHST DAVID P
Form 4
February 26, 2018

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)
02/23/2018

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)	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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock ⁽¹⁾	02/23/2018		A	947	A	\$ 0	193,905	D
Common Stock ⁽²⁾	02/23/2018		A	5,869	A	\$ 0	199,774	D
Common Stock	02/24/2018		F	981	D	\$ 109.34	198,793	D
Common Stock	02/26/2018		F	1,033	D	\$ 109.34	197,760	D

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

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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
Stock Options (Right to Buy)	\$ 109.34	02/23/2018		A	26,491	02/23/2019 ⁽³⁾ 02/23/2023	Common Stock	26,491

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 P. Johst 02/25/2018

**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 947 unvested restricted stock units that vest as follows: 473 shares vest one (1) year from the date of grant, and 474 shares vest two (2) years from the date of grant.

(2) Consists of 5,869 unvested restricted stock units that vest as follows: 1,467 shares vest one (1) year from the date of issuance, 1,467 shares vest two (2) years from the date of issuance, 1,467 shares vest three (3) years from the date of issuance, and 1,468 shares vest four (4) years from the date of issuance.

(3) Stock options vest as follows: 6,622 options vest one (1) year from the date of grant, 6,623 options vest two (2) years from the date of grant, 6,623 options vest three (3) years from the date of grant, and 6,623 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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