

GILLETT NANCY
Form 4
March 01, 2011

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 *
GILLETT NANCY

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2011

251 BALLARDVALE STREET
(Street)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽²⁾	02/25/2011		A		7,800	A	\$ 0
Common Stock	02/26/2011		F		639	D	\$ 37.03
Common Stock	02/27/2011		F		894	D	\$ 37.03
Common Stock	02/27/2011		F		298	D	\$ 37.03
Common Stock	02/28/2011		F		774	D	\$ 37.03

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Common Stock	02/28/2011	M	29,625	A	\$ 24.8	95,898	D
Common Stock	02/28/2011	S	400	D	\$ 36.64	95,498	D
Common Stock	02/28/2011	S	800	D	\$ 36.65	94,698	D
Common Stock	02/28/2011	S	100	D	\$ 36.66	94,598	D
Common Stock	02/28/2011	S	400	D	\$ 36.68	94,198	D
Common Stock	02/28/2011	S	600	D	\$ 36.69	93,598	D
Common Stock	02/28/2011	S	300	D	\$ 36.7	93,298	D
Common Stock	02/28/2011	S	500	D	\$ 36.73	92,798	D
Common Stock	02/28/2011	S	725	D	\$ 36.74	92,073	D
Common Stock	02/28/2011	S	100	D	\$ 36.76	91,973	D
Common Stock	02/28/2011	S	1,600	D	\$ 36.78	90,373	D
Common Stock	02/28/2011	S	3,600	D	\$ 36.79	86,773	D
Common Stock	02/28/2011	S	13,797	D	\$ 36.8	72,976	D
Common Stock	02/28/2011	S	3,800	D	\$ 36.81	69,176	D
Common Stock	02/28/2011	S	2,200	D	\$ 36.82	66,976	D
Common Stock	02/28/2011	S	400	D	\$ 36.83	66,576	D
Common Stock	02/28/2011	S	303	D	\$ 36.84	66,273	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Stock Options (Right to Buy) ⁽¹⁾	\$ 37.03	02/25/2011		A	25,750	02/25/2012 02/25/2018	Common Stock	25,750
Stock Options (Right to Buy)	\$ 24.8	02/28/2011		M	29,625	02/27/2010 02/27/2016	Common Stock	29,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLETT NANCY 251 BALLARDVALE STREET WILMINGTON, MA 01887			Corporate Executive VP	

Signatures

/s/Nancy Gillett 03/01/2011
 **Signature of Date
 Reporting Person

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) Options vest equally over four years beginning one year from date of grant.
- (2) Restricted Common Shares vest equally over four years beginning one year from the date of issuance.

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.