

GILLETT NANCY
Form 4
March 04, 2008

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

OMB APPROVAL

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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 *
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)

251 BALLARDVALE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/29/2008 | | S | | 46 | D | \$ 58.65 |
| Common Stock | 02/29/2008 | | S | | 700 | D | \$ 58.654 |
| Common Stock | 02/29/2008 | | S | | 1,700 | D | \$ 58.796 |
| Common Stock | 02/29/2008 | | S | | 556 | D | \$ 58.8 |
| Common Stock | 02/29/2008 | | S | | 100 | D | \$ 58.806 |

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| | | | | | | | | |
|--------------|------------|--|------------------|-------|---|-----------|--------|---|
| Common Stock | 02/29/2008 | | S | 300 | D | \$ 58.808 | 39,466 | D |
| Common Stock | 02/29/2008 | | S | 398 | D | \$ 58.827 | 39,068 | D |
| Common Stock | 02/29/2008 | | S | 100 | D | \$ 58.837 | 38,968 | D |
| Common Stock | 02/29/2008 | | S | 200 | D | \$ 58.855 | 38,768 | D |
| Common Stock | 02/29/2008 | | S | 200 | D | \$ 58.873 | 38,568 | D |
| Common Stock | 02/29/2008 | | S | 200 | D | \$ 58.876 | 38,368 | D |
| Common Stock | 02/29/2008 | | S | 500 | D | \$ 58.882 | 37,868 | D |
| Common Stock | 02/29/2008 | | A ⁽¹⁾ | 9,750 | A | \$ 0 | 47,618 | D |
| Common Stock | 02/29/2008 | | F | 1,342 | D | \$ 59.76 | 46,276 | D |
| Common Stock | 02/29/2008 | | A ⁽²⁾ | 7,360 | A | \$ 0 | 53,636 | 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.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options (Right to Buy) | \$ 58.58 | 02/29/2008 | | A | 27,800 | 02/28/2009 ⁽³⁾ | 02/28/2015 | Common Stock | 0 |

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 03/03/2008

__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) Restricted Common Shares vest equally over four years beginning one year from date of issuance.
- (2) Reflects final payment of performance awards issued as 50% Common Stock and 50% Restricted Common Stock. The Restricted Common Shares shall vest on 2/28/09.
- (3) Options vest equally over 4 years beginning 1 year from 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.