

CHARLES RIVER LABORATORIES INTERNATIONAL INC
 Form 4
 December 23, 2004

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 *
 MCEWAN ALASTAIR STUART

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 VP

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/23/2004

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/23/2004 | | M | 10,666 A \$ 18.35 | 34,117 | D | |
| Common Stock | 12/23/2004 | | M | 8,000 A \$ 22.19 | 42,117 | D | |
| Common Stock | 12/23/2004 | | M | 28,000 A \$ 29.55 | 70,117 | D | |
| Common Stock | 12/23/2004 | | S | 10,666 D \$ 47.2577 | 59,451 | D | |
| Common Stock | 12/23/2004 | | S | 8,000 D \$ 47.2577 | 0 | D | |

| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | 12/23/2004 | S | 23,451 | D | \$ 47.2577 | 36,000 | D |
| Common Stock | 12/23/2004 | S | 28,000 | D | \$ 47.2577 | 8,000 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 18.35 | 12/23/2004 | | M | 10,666 | <u>(1)</u> 04/29/2013 | Common Stock | 10,666 |
| Stock Options (Right to buy) | \$ 22.19 | 12/23/2004 | | M | 8,000 | <u>(2)</u> 06/28/2013 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 29.55 | 12/23/2004 | | M | 28,000 | <u>(3)</u> 01/30/2014 | Common Stock | 28,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCEWAN ALASTAIR STUART 251 BALLARDALE STREET WILMINGTON, MA 01887 | | | Corporate VP | |

Signatures

Deborah E. Gray as attorney-in-fact for Alastair S.
McEwan

12/23/2004

__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).
- (3) 9,333 options are exercisable on 1/30/05 and 1/30/04; 9,334 options are exercisable on 1/30/07.
- (2) 4,000 options are immediately exercisable; 4,000 options are exercisable on each of 6/28/05 and 6/28/06.
- (1) 5,333 options are immediately exercisable; 5,333 options are exercisable on 4/29/05 and 5,334 options are exercisable on 4/29/06.

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.