

CHARLES RIVER LABORATORIES INTERNATIONAL INC

Form 4

December 23, 2004

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCEWAN ALASTAIR STUART

(Last) (First) (Middle)

251 BALLARDVALE STREET

(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CHARLES RIVER
LABORATORIES
INTERNATIONAL INC [CRL]

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

12/23/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Corporate VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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

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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.

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		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 BALLARDVALE 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.
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