

MCEWAN ALASTAIR STUART
 Form 4
 November 04, 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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2004

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/03/2004		M		209 A \$ 0.03	79,727	D
Common Stock	11/03/2004		M		9,390 A \$ 0.06	89,117	D
Common Stock	11/03/2004		M		5,334 A \$ 18.35	94,451	D
Common Stock	11/03/2004		M		4,000 A \$ 22.19	98,451	D
Common Stock	11/03/2004		S		4,000 D \$ 46.464	94,451	D

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Common Stock	11/03/2004	S	5,334	D	\$ 46.464	89,117	D
Common Stock	11/03/2004	S	9,390	D	\$ 46.464	79,727	D
Common Stock	11/03/2004	S	28,800	D	\$ 46.464	50,927	D
Common Stock	11/03/2004	S	209	D	\$ 46.464	50,718	D
Common Stock	11/04/2004	S	27,267	D	\$ 46.37	23,451	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. Deemed Exercise Price (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 29.55					<u>(1)</u>	01/30/2014	Common Stock	28,000
Stock Options (Right to buy)	\$ 0.03	11/03/2004		M	209	<u>(2)</u>	08/31/2011	Common Stock	209
Stock Options (Right to buy)	\$ 0.06	11/03/2004		M	9,390	<u>(2)</u>	03/25/2012	Common Stock	9,390
Stock Options (Right to buy)	\$ 18.35	11/03/2004		M	5,334	<u>(3)</u>	04/29/2013	Common Stock	5,334

buy)

Stock

Options
(Right to
buy)

\$ 22.19

11/03/2004

M

4,000

(4)

06/28/2013

Common
Stock

4,000

\$

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 Gray

11/04/2004

**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).

(1) 9,333 options are exercisable on 1/30/05 and 1/30/04; 9,334 options are exercisable on 1/30/07.

(4) 4,000 options are immediately exercisable; 4,000 options are exercisable on each of 6/28/05 and 6/28/06.

(2) Immediately

(3) 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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