

MCEWAN ALASTAIR STUART
 Form 4
 October 22, 2004

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 *
 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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Corporate Vice President

(Last) (First) (Middle)

251 BALLARDVALE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/20/2004

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/20/2004 | | A | V A | Amount 79,518 Price \$ 0 <u>(1)</u> | D | |

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

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SEC 1474 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 0.03 | 10/20/2004 | | A | 209 | <u>(2)</u> 08/31/2011 | Common Stock 209 |
| Employee Stock Option (right to buy) | \$ 0.06 | 10/20/2004 | | A | 9,390 | <u>(2)</u> 03/25/2012 | Common Stock 9,390 |
| Employee Stock Option (right to buy) | \$ 18.35 | 10/20/2004 | | A | 16,000 | <u>(3)</u> 04/29/2013 | Common Stock 16,000 |
| Employee Stock Option (right to buy) | \$ 22.19 | 10/20/2004 | | A | 12,000 | <u>(4)</u> 06/28/2013 | Common Stock 12,000 |
| Employee Stock Option (right to buy) | \$ 29.55 | 10/20/2004 | | A | 28,000 | <u>(5)</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 Vice President | |

Signatures

/s/ Rushna Heneghan as attorney-in-fact for Alastair Stuart
McEwan

10/22/2004

__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).

Shares and options to purchase shares of Issuer common stock were acquired pursuant to the transactions contemplated by the Agreement
(1) and Plan of Merger dated as of June 30, 2004, by and among the Issuer, Inveresk Research Group, Inc. Indigo Merger I Corp. and Indigo Merger II LLC (successor to Indigo Merger II Corp.).

(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.

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

(5) 9,333 options are exercisable on 1/30/05 and 1/30/04; 9,334 options are exercisable on 1/30/07.

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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