

CHARLES RIVER LABORATORIES INTERNATIONAL INC

Form 4

February 28, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GELLER JORG

(Last) (First) (Middle)

251 BALLARDVALE STREET

(Street)

WILMINGTON, MA 01877

(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)

02/24/2006

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)
Officer

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	02/24/2006		M		13,100	A	\$ 31.97	25,758	D
Common Stock	02/24/2006		M		3,110	A	\$ 32.15	28,868	D
Common Stock	02/24/2006		S		16,210	D	\$ 47.6553	12,658	D
Common Stock	02/24/2006		S		500	D	\$ 47.68	12,158	D
Common Stock	02/24/2006		S		900	D	\$ 47.6845	11,258	D

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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
Stock Options (Right to Buy)	\$ 31.97	02/24/2006		M	13,100	<u>(1)</u> 08/01/2011	Common Stock	13,100
Stock Options (Right to Buy)	\$ 32.15	02/24/2006		M	3,110	<u>(2)</u> 07/15/2012	Common Stock	3,110

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GELLER JORG 251 BALLARDVALE STREET WILMINGTON, MA 01877	Officer

Signatures

/s/Jorg Geller 02/28/2006

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) The options vested in three equal installments on 8/1/2002; 8/1/2003; and 8/1/2004.

(2) The options vested in three equal installments on 7/15/02; 7/15/03; and 7/15/04.

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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