

BATHGATE BRIAN

Form 4

October 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BATHGATE BRIAN

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
__X__ Officer (give title below) ____ 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/20/2004		A	(A) or (D) Amount 34,494 (2)	Price \$ 0 (1)	34,494	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
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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 0.03	10/20/2004		A		32,634	<u>(3)</u> 08/31/2011	Common Stock 32,634
Employee Stock Option (right to buy)	\$ 22.19	10/20/2004		A		16,000	<u>(4)</u> 06/28/2013	Common Stock 16,000
Employee Stock Option (right to buy)	\$ 29.55	10/20/2004		A		36,000	<u>(5)</u> 01/30/2014	Common Stock 36,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BATHGATE BRIAN 251 BALLARDVALE STREET WILMINGTON, MA 01887	Corporate Vice President

Signatures

/s/ Deborah E. Gray as attorney-in-fact for Brian
Bathgate 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) Received in exchange for 71,863 shares of Inveresk common stock in connection with the Merger.

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- (3) Immediately.
- (4) 4,666 options are immediately exercisable; 4,667 options are exercisable on each of 6/30/05 and 6/30/06.
- (5) 12,000 options are exercisable on each of 1/30/05, 1/30/06 and 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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