

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* FOSTER JAMES C			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
251 BALLARDBALE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2004	02/13/2004	M		20,000	A	\$5.33	217,428	D	
Common Stock	02/13/2004	02/13/2004	s ⁽¹⁾		20,000	D	\$43.1481	197,428	D	
Common Stock								10,000	I	Held by Spouse
Common Stock								2,000	I	Held by Self as Trustee for Alex C. Foster
Common Stock								2,000	I	Held by Self as Trustee for Zachary W. Foster

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$5.33	02/13/2004	02/13/2004	M ⁽¹⁾			20,000	12/31/2000	09/29/2009	Common Stock	20,000	\$5.33	393,824	D	
Stock Options (Right to buy)	\$16							06/23/2001	06/23/2010	Common Stock	40,000		40,000	D	
Stock Options (Right to buy)	\$31.97							08/01/2002	08/01/2011	Common Stock	77,500		77,500	D	
Stock Options (Right to buy)	\$32.15							07/15/2005	07/15/2012	Common Stock	155,000		155,000	D	
Stock Options (Right to buy)	\$32.87							07/23/2004	07/23/2013	Common Stock	200,000		200,000	D	

Explanation of Responses:

1. This trade occurred pursuant to a 10b5-1 Trading Plan.

Dennis R. Shaughnessy

02/13/2004

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.