
UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION

FORM 4
WASHINGTON,
D.C. 20549
OMB
APPROVAL -

----- /X/
CHECK THIS
BOX IF NO
STATEMENT
OF CHANGES
IN

BENEFICIAL
OWNERSHIP
OMB NUMBER:
3235-0287
LONGER
SUBJECT TO
EXPIRES:
DECEMBER
31, 2001

SECTION 16.
FORM 4 OR
Filed
pursuant to
Section
16(a) of
the
Securities
Exchange
Act of
1934,

ESTIMATED
AVERAGE
BURDEN FORM
5

OBLIGATIONS
MAY Section
17(a) of
the Public
Utility
Holding
Company Act
of 1935 or

HOURS PER
RESPONSE
.... 0.5

CONTINUE.
SEE Section
30(f) of
the
Investment
Company Act
of 1940 ---

INSTRUCTION
1(b).
(Print or
Type
Responses)

RESPOND
UNLESS THE
FORM
DISPLAYS A
CURRENTLY
VALID OMB
CONTROL
NUMBER.

FORM 4
(CONTINUED)
TABLE II -
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES)

-- 1. Title
of
Derivative
Security 2.
Conver- 3.
Trans- 4.
Transac- 5.
Number of
Deriv- 6.
Date Exer-
(Instr. 3)
sion or
action tion
Code ative
Securities
Ac- cisable
and Ex-
Exercise
Date (Instr.
8) quired
(A) or Dis-
piration
Date Price
of (Month/
posed of (D)
(Month/Day/
Deriv- Day/
(Instr. 3,
4, and 5)
Year) ative
Year)
Security ---

Exer- tion
cisable Date
Code V (A)
(D) - -----

PAGES /s/
Henry Wendt
01/02/02 ---

**Intentional
misstatements
or omissions
of facts
constitute
**Signature
of Reporting
Person Date
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.

Wendt, Henry
If space is
insufficient,

SEE
Instruction
6 for
procedure.

251
Ballardvale
Street
Potential
persons who
are to
respond to
the
collection
of
information
contained in
this form
are not
required to
respond
unless the
form
displays a
currently
Wilmington,
MA 01887
valid OMB
Number.
Charles
River

Laboratories
Int'l, Inc.
(CRL)
12/2001 Page
2 SEC 1474
(7-97)

Note: 1 Shares received as a distribution from DLJMB Partners II, L.P.