

CHARLES RIVER LABORATORIES INTERNATIONAL INC  
Form SC 13D/A  
December 07, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 02 )\*

Charles River Laboratories International

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

159864107

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(CUSIP Number)

Andrew Davalla, Neuberger Berman LLC 605 Third Avenue New York, NY 10158 Phone : 646-497-4674

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 01, 2010

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.  x

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Neuberger Berman Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1308711

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1480630

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1480630

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.57%

14 TYPE OF REPORTING PERSON

HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1  
Neuberger Berman LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

595220

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

722059

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

722059

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.25%

14 TYPE OF REPORTING PERSON

IA BD

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1  
Neuberger Berman Management

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

713491

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

758591

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

758591

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.31%

14 TYPE OF REPORTING PERSON

IA

Item 1. Security and Issuer

The class of equity securities to which this Amendment No. 2 to Schedule 13D relates is the common shares of Charles River Laboratories International, Inc. (the “Issuer”), (the “Securities”), a Delaware corporation, having its principal business office at 255 Ballardvale Street, Wilmington, Massachusetts 01887.

Item 2. Identity and Background

- (a) This statement is being filed by the following persons: Neuberger Berman Group LLC (“NBG”), Neuberger Berman Holdings LLC (“NB Holdings”), Neuberger Berman Management LLC (“NBM”) and Neuberger Berman LLC (“NB LLC”) (the “Reporting Persons”).
- (b) NBG, NB Holdings, NBM and NB LLC are Delaware limited liability companies, each having its principal business office at 605 Third Avenue, New York, NY 10158.
- (c) NBG is the parent company of various subsidiaries engaged in the investment advisory business.

NB Holdings is the holding company of NB LLC, NBM and certain other subsidiaries engaged in the investment advisory business primarily with respect to equities.

NBM, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a limited purpose broker-dealer registered under the Securities Exchange Act of 1934, as amended. As a registered investment adviser (“RIA”), NBM provides investment advisory services to investment companies registered under the Investment Company Act of 1940, as amended.

NB LLC, an indirect subsidiary of NBG, is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a broker-dealer registered under the Securities Exchange Act of 1934, as amended. As a RIA, NB LLC provides discretionary investment advisory services to private investors, institutions, endowments, employee benefit plans, foundations and others.

The information required by instruction C to Schedule 13D with respect to the executive officers and directors of the Reporting Persons is set forth below.

Neuberger Berman Group LLC  
Directors

Joseph Amato

Robert D’Alelio

William Fox

Jack McCarthy

George Walker

Richard Worley

Lawrence Zicklin

Executive Officers

George Walker  
Chief Executive Officer

Joseph Amato  
President

Heather Zuckerman  
Secretary and Executive Vice President

Andrew Komaroff Chief  
Operating Officer and Executive Vice President

Irene Ashkenazy  
Treasurer

Neuberger Berman Holdings LLC  
Executive Officers

Joseph Amato  
President and Chief Executive Officer

Kevin Handwerker  
Secretary and General Counsel

Irene Ashkenazy  
Vice President and Treasurer

Neuberger Berman Management LLC  
Executive Officers

Robert Conti  
President, Chief Executive Officer

Joseph Amato  
Managing Director and Chief Investment Officer -Equities

Brad Cetron  
Chief Compliance Officer, Director of Compliance –B/D

Chamaine Williams  
Chief Compliance Officer, Director of Compliance –I/A

John Dorogoff  
Chief Operations Officer, Chief Financial Officer, and Treasurer

Maxine Gerson  
General Counsel and Managing Director

Bradley Tank  
Managing Director and Chief Investment Officer –Fixed Income

Neuberger Berman LLC  
Executive Officers

Joseph Amato  
President, Chief Executive Officer and Chief Investment Officer - Equities

Brad Cetron  
Chief Compliance Officer

John Dorogoff  
Chief Operations Officer, Chief Financial Officer, and Treasurer

Kevin Handwerker  
General Counsel and Managing Director

Bradley Tank  
Managing Director and Chief Investment Officer –Fixed Income

- (d) None of the individuals referenced above have been convicted in a criminal proceeding in the past five years.
- (e) None of the individuals referenced above have been party to a civil proceeding or a judicial or administrative proceeding or subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws in the past five years.
- (f) All of the individuals referenced above are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

None of the Reporting Persons nor any of the individuals referenced above have any plans or proposals with respect to the Issuer which relate to or would result in the events listed in Item 4 (a) – (j) of the instructions for Schedule 13D.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.



- (g) Not applicable.
- (h) Not applicable.
- (i) Not applicable.
- (j) Not applicable.

Item 5. Interest in Securities of the Issuer

- (a) The aggregate number of Securities to which this Amendment No. 2 to Schedule 13D relates is 1,480,630 shares, representing 2.57% of the 57,720,230 common shares reported as outstanding in the Issuer's most recent Form 10-Q for the quarterly period ending September 25, 2010. The Reporting Persons beneficially own the Securities as follows:

Common Shares % of Common Shares Outstanding

NBM 758,571 1.31%

NB LLC 722,059 1.25%

As a result of NBG's and NB Holdings' indirect and direct ownership of NB LLC and NBM, each of NBG and NB Holdings are deemed to beneficially own the Securities beneficially owned by NBM and NB LLC.

- (b) NBM has been granted discretionary voting and dispositive power with respect to 713,471 of the shares reported herein as being beneficially owned by it. In addition, NBM has been granted discretionary dispositive power, but not voting power, with respect to the remaining 45,100 shares reported herein as beneficially owned by it. NB LLC has been granted discretionary voting and dispositive power with respect to 595,220 of the shares reported herein as being beneficially owned by it, and with respect to such shares, NB LLC shares voting and dispositive power with its clients in whose accounts the shares are held. In addition, NB LLC has been granted discretionary dispositive power, but not voting power, with respect to the remaining 126,839 shares reported herein as beneficially owned by it. NB LLC shares only dispositive power with those clients in whose accounts such shares are held.
- (c) Transactions effected during the past sixty days are set forth below. All transactions were effected on the New York Stock Exchange.

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
10/13/2010	150-	32.71
10/13/2010	500	32.87
10/14/2010	45-	32.69
10/14/2010	20-	32.82
10/15/2010	300-	32.94
10/15/2010	800-	32.9588
10/15/2010	1100-	32.9601
10/15/2010	100-	32.9701
10/15/2010	700-	32.9738
10/15/2010	50-	32.9738
10/18/2010	99-	32.76

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10/18/2010	295-	32.77
10/18/2010	580-	32.77
10/18/2010	125-	32.77
10/18/2010	2469-	32.77
10/18/2010	10-	33.01
10/19/2010	800	32.82
10/20/2010	510-	32.7915
10/20/2010	350-	32.8119
10/21/2010	80	32.58
10/21/2010	700	32.5817
10/21/2010	600-	32.6817
10/25/2010	7	32.62
10/25/2010	2500-	32.6504
10/25/2010	50	32.89
10/25/2010	250	33.26
10/25/2010	130	33.3362
10/26/2010	6	32.61
10/26/2010	300-	32.83
10/27/2010	42200-	32.4286
10/27/2010	100-	32.4432
10/27/2010	680-	32.56
10/27/2010	100-	32.562
10/27/2010	3300-	32.5773
10/27/2010	15-	32.66
10/28/2010	800-	32.8008
10/28/2010	100-	32.81
10/29/2010	150	32.8
10/29/2010	200	32.876
10/29/2010	200-	33.115
11/1/2010	180	32.5981
11/1/2010	160	32.938
11/2/2010	2000-	32.7791
11/2/2010	200	32.84
11/2/2010	800	32.9499
11/3/2010	400-	32.89
11/3/2010	1415	33.1377
11/4/2010	225-	30.9
11/4/2010	1225-	30.91
11/4/2010	51050-	31.019
11/4/2010	23350-	31.0576
11/4/2010	21600-	31.0626
11/4/2010	20600-	31.095
11/4/2010	34900-	31.1048
11/4/2010	25575-	31.2074
11/4/2010	600-	31.2101
11/4/2010	10100-	31.3068
11/4/2010	565547-	31.3168
11/4/2010	31215-	31.3273
11/4/2010	81600-	31.3767
11/4/2010	1500-	31.4401
11/4/2010	3800-	31.4472

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11/4/2010	17325-	31.4723
11/4/2010	90	31.5369
11/4/2010	50000-	31.6185
11/4/2010	85000-	31.6695
11/4/2010	300	31.9499
11/5/2010	200-	31.2801
11/5/2010	255	31.2899
11/5/2010	150-	31.3001
11/5/2010	400-	31.32
11/5/2010	101900-	31.3501
11/5/2010	220-	31.3901
11/5/2010	300	31.57
11/5/2010	320	31.72
11/8/2010	350-	31.3
11/8/2010	100-	31.37
11/8/2010	900-	31.4701
11/8/2010	7500-	31.5795
11/8/2010	36625-	31.5937
11/8/2010	1500-	31.6401
11/8/2010	300-	31.89
11/9/2010	700-	31.5386
11/9/2010	72650-	31.6224
11/9/2010	800-	31.72
11/9/2010	1550-	31.7326
11/9/2010	700-	31.74
11/9/2010	1200-	31.7409
11/9/2010	1400-	31.7501
11/9/2010	220	31.81
11/9/2010	325	31.8599
11/9/2010	1900-	31.8703
11/9/2010	1600-	31.89
11/9/2010	2000-	31.95
11/10/2010	67325-	31.2622
11/10/2010	61500-	31.443
11/10/2010	900-	31.5556
11/11/2010	86500-	31.9514
11/11/2010	84350-	31.9787
11/11/2010	9100-	32.0989
11/12/2010	92400-	31.8872
11/15/2010	12000-	32.5428
11/16/2010	70	32.62
11/16/2010	460	32.703
11/16/2010	10-	32.94
11/16/2010	300-	33
11/16/2010	11083-	33.0029
11/16/2010	600-	33.0067
11/16/2010	500-	33.0101
11/17/2010	47550-	32.8045
11/17/2010	75-	32.9
11/18/2010	331	33
11/18/2010	9000-	33.3833

11/18/2010	70	33.6
11/19/2010	28000-	33.0909
11/19/2010	400-	33.1101
11/19/2010	255-	33.14
11/22/2010	265-	33.17
11/22/2010	190	33.4
11/23/2010	275-	32.772
11/23/2010	7500-	32.7899
11/23/2010	20-	32.9609
11/24/2010	100-	33.24
11/24/2010	79300-	33.2435
11/26/2010	50	32.83
11/26/2010	90	32.99
11/26/2010	19900-	33.0388
11/29/2010	100-	32.35
11/29/2010	100	32.486
11/29/2010	4300-	32.5221
11/30/2010	200	32.345
12/1/2010	1300	32.9885
12/1/2010	364-	33.0401
12/1/2010	27625-	33.335
12/1/2010	20-	33.34
12/1/2010	5-	33.37
12/1/2010	155-	33.3701
12/1/2010	2425-	33.3822

(d) Not applicable.

(e) The reporting persons ceased to be beneficial owners of more than 5% of the Securities on November 4, 2010.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits



Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Neuberger Berman Group LLC

December 01, 2010

By: /s/ Kevin Handwerker  
General Counsel

Neuberger Berman LLC

December 01, 2010

By: /s/ Kevin Handwerker  
General Counsel

Neuberger Berman Management

December 01, 2010

By: /s/ Robert Conti  
President and Chief Executive Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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