

FTI CONSULTING INC  
Form 4  
March 09, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kelly Declan M

(Last) (First) (Middle)  
777 SOUTH FLAGLER  
DRIVE, SUITE 1500  
  
(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FTI CONSULTING INC [FCN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP-Chief Integration Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 03/06/2009                           |  | S                              |   | 168 D \$ 45.3975  | 22,100 <sup>(1)</sup>                                    | D   |
| Common Stock                    | 03/06/2009                           |  | S                              |   | 3,600 D \$ 45.43  | 18,500   | D   |
| Common Stock                    | 03/06/2009                           |  | S                              |   | 100 D \$ 45.435   | 18,400   | D   |
| Common Stock                    | 03/06/2009                           |  | S                              |   | 168 D \$ 45.4375  | 18,232   | D   |
| Common Stock                    | 03/06/2009                           |  | S                              |   | 1,232 D \$ 45.44  | 17,000   | D   |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 03/06/2009 | M | 12,000 | A | \$ 25.25 | 29,000 | D |
| Common Stock | 03/06/2009 | S | 70     | D | \$ 44.03 | 28,930 | D |
| Common Stock | 03/06/2009 | S | 65     | D | \$ 44.31 | 28,865 | D |
| Common Stock | 03/06/2009 | S | 65     | D | \$ 44.68 | 28,800 | D |
| Common Stock | 03/06/2009 | S | 100    | D | \$ 45.07 | 28,700 | D |
| Common Stock | 03/06/2009 | S | 600    | D | \$ 45.09 | 28,100 | D |
| Common Stock | 03/06/2009 | S | 500    | D | \$ 45.11 | 27,600 | D |
| Common Stock | 03/06/2009 | S | 1,165  | D | \$ 45.12 | 26,435 | D |
| Common Stock | 03/06/2009 | S | 600    | D | \$ 45.13 | 25,835 | D |
| Common Stock | 03/06/2009 | S | 500    | D | \$ 45.14 | 25,335 | D |
| Common Stock | 03/06/2009 | S | 200    | D | \$ 45.15 | 25,135 | D |
| Common Stock | 03/06/2009 | S | 100    | D | \$ 45.16 | 25,035 | D |
| Common Stock | 03/06/2009 | S | 500    | D | \$ 45.18 | 24,535 | D |
| Common Stock | 03/06/2009 | S | 900    | D | \$ 45.19 | 23,635 | D |
| Common Stock | 03/06/2009 | S | 300    | D | \$ 45.2  | 23,335 | D |
| Common Stock | 03/06/2009 | S | 935    | D | \$ 45.21 | 22,400 | D |
| Common Stock | 03/06/2009 | S | 400    | D | \$ 45.3  | 22,000 | D |
| Common Stock | 03/06/2009 | S | 1,068  | D | \$ 45.39 | 20,932 | D |
| Common Stock | 03/06/2009 | S | 2,579  | D | \$ 45.4  | 18,353 | D |
| Common Stock | 03/06/2009 | S | 1,221  | D | \$ 45.42 | 17,132 | D |
|              | 03/06/2009 | S | 100    | D | \$ 45.43 | 17,032 | D |

Common  
Stock

Common Stock 03/06/2009 S 32 D \$ 45.4375 17,000 D

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

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**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 25.25   | 03/06/2009                           |  | M                              | 12,000  | 10/04/2007 <sup>(2)</sup> 10/04/2016                     | Common Stock  | 12,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Kelly Declan M  
777 SOUTH FLAGLER DRIVE  
SUITE 1500  
WEST PALM BEACH, FL 33401

EVP-Chief Integration Officer

## Signatures

Declan M. Kelly 03/09/2009

            
\*\*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) Includes 18 shares acquired under the FTI Consulting, Inc. Employee Stock Purchase Plan.
- (2) Option vests at the rate of 20% per annum on the first through fifth anniversaries of the date of grant.

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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