

FTI CONSULTING INC
Form 4
May 06, 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 *
SHAUGHNESSY DENNIS J

(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)
05/04/2009

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)

Chairman of the Board

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/04/2009 | | S | 200 | D \$ 54.965 | 166,705 | D |
| Common Stock | 05/04/2009 | | S | 300 | D \$ 54.97 | 166,405 | D |
| Common Stock | 05/04/2009 | | S | 100 | D \$ 54.975 | 166,305 | D |
| Common Stock | 05/04/2009 | | S | 200 | D \$ 54.977 | 166,105 | D |
| Common Stock | 05/04/2009 | | S | 600 | D \$ 54.98 | 165,505 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|
| Common Stock | 05/04/2009 | S | 100 | D | \$ 54.99 | 165,405 | D |
| Common Stock | 05/04/2009 | S | 600 | D | \$ 55 | 164,805 | D |
| Common Stock | 05/04/2009 | S | 1,500 | D | \$ 55.01 | 163,305 | D |
| Common Stock | 05/04/2009 | S | 400 | D | \$ 55.015 | 162,905 | D |
| Common Stock | 05/04/2009 | S | 700 | D | \$ 55.02 | 162,205 | D |
| Common Stock | 05/04/2009 | S | 2,500 | D | \$ 55.03 | 159,705 | D |
| Common Stock | 05/04/2009 | S | 300 | D | \$ 55.035 | 159,405 | D |
| Common Stock | 05/04/2009 | S | 100 | D | \$ 55.04 | 159,305 | D |
| Common Stock | 05/04/2009 | S | 500 | D | \$ 55.05 | 158,805 | D |
| Common Stock | 05/04/2009 | S | 200 | D | \$ 55.06 | 158,605 | D |
| Common Stock | 05/04/2009 | S | 800 | D | \$ 55.065 | 157,805 | D |
| Common Stock | 05/04/2009 | S | 500 | D | \$ 55.07 | 157,305 | D |
| Common Stock | 05/04/2009 | S | 600 | D | \$ 55.075 | 156,705 | D |
| Common Stock | 05/04/2009 | S | 1,700 | D | \$ 55.08 | 155,005 | D |
| Common Stock | 05/04/2009 | S | 200 | D | \$ 55.09 | 154,805 | D |
| Common Stock | 05/04/2009 | S | 100 | D | \$ 55.1 | 154,705 | D |
| Common Stock | 05/04/2009 | S | 100 | D | \$ 55.435 | 154,605 | D |
| Common Stock | 05/04/2009 | S | 100 | D | \$ 55.44 | 154,505 | D |
| Common Stock | 05/04/2009 | S | 4,000 | D | \$ 55.76 | 150,505 | D |

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | \$ 21.33 | 05/04/2009 | | M | 60,000 | 06/05/2003 ⁽¹⁾ 06/05/2012 | Common Stock | 60,000 |
| Employee Stock Option (right to buy) | \$ 26.45 | 05/04/2009 | | M | 40,000 | 10/24/2007 ⁽¹⁾ 10/24/2016 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAUGHNESSY DENNIS J 777 SOUTH FLAGLER DRIVE SUITE 1500 WEST PALM BEACH, FL 33401 | X | | Chairman of the Board | |

Signatures

By: Eric Miller, Attorney-in-Fact For: Dennis Shaughnessy 05/06/2009

__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) Option vests in three equal annual installments beginning one year after the grant date.

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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