

GOODYEAR WILLIAM M
Form 4
June 01, 2010

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 *
GOODYEAR WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
NAVIGANT CONSULTING INC
[NCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 S. WACKER, SUITE 3550
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/27/2010		M		50,000 A \$ 3.938	440,853 ⁽¹⁾	D
Common Stock	05/27/2010		S		50,000 D \$ 11.917	390,853 ₍₂₎	D
Common Stock	05/28/2010		M		15,000 A \$ 3.938	405,853	D
Common Stock	05/28/2010		S		15,000 D \$ 12.097	390,853 ₍₃₎	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Navigant Stock Option	\$ 3.938	05/27/2010		M	50,000	09/01/2001 ⁽⁴⁾ 09/01/2010	Common Stock	178,7	
Navigant Stock Option	\$ 3.938	05/28/2010		M	15,000	09/01/2001 ⁽⁴⁾ 09/01/2010	Common Stock	178,7	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODYEAR WILLIAM M 30 S. WACKER SUITE 3550 CHICAGO, IL 60606	X		Chairman & CEO	

Signatures

Kristin L. Kruska, as attorney in fact for William Goodyear 06/01/2010

**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 1,656 shares acquired through the Employee Stock Purchase Plan since the date of the most recently filed Form 4.

\$11.917 is the weighted average sales price. Prices for this transaction ranged from \$11.75 to \$12.17. The Reporting Person undertakes to

(2) provided upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- \$12.097 is the weighted average sales price. Prices for this transaction ranged from \$11.97 to \$12.19. The Reporting Person undertakes to
- (3) provided upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) These options were granted on 9/1/2000 with a three-year vesting period, with 1/3 of the original grant vesting on each of the just three anniversaries of 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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