

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/04/2009		S		200 D \$ 54.965	D	
Common Stock	05/04/2009		S		300 D \$ 54.97	D	
Common Stock	05/04/2009		S		100 D \$ 54.975	D	
Common Stock	05/04/2009		S		200 D \$ 54.977	D	
Common Stock	05/04/2009		S		600 D \$ 54.98	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)

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