

FTI CONSULTING INC
Form 4
March 09, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 or Price | | |
| Common Stock | 03/06/2009 | | S | | 168 D \$ 45.3975 | 22,100 ⁽¹⁾ | 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 |

Edgar Filing: FTI CONSULTING INC - Form 4

| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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 ⁽²⁾ 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.