

FTI CONSULTING INC
Form 4
December 24, 2013

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 *
Carlile Roger D

(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)
12/20/2013

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 Financial 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	Price		
Common Stock	12/20/2013		M		24,392	A \$ 27.89	128,119	D
Common Stock	12/20/2013		S		24,392	D \$ 40.5631	103,727	D
Common Stock	12/20/2013		M		3,641	A \$ 39.54	107,368	D
Common Stock	12/20/2013		S		3,641	D \$ 40.5631	103,727	D
	12/20/2013		M		10,012	A \$ 33.4	113,739	D

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Common Stock							
Common Stock	12/20/2013		S	10,012	D	\$ 40.5631 <u>(1)</u>	103,727 D
Common Stock	12/20/2013		M	5,988	A	\$ 33.4	109,715 D
Common Stock	12/20/2013		S	5,988	D	\$ 40.5631 <u>(1)</u>	103,727 D
Common Stock	12/20/2013		S	12,500	D	\$ 41.7564	91,227 D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.89	12/20/2013		M	24,392	01/02/2011 01/02/2017	Common Stock	24,392	
Employee Stock Option (right to buy)	\$ 33.4	12/20/2013		M	10,012	03/01/2012 03/01/2021	Common Stock	10,012	
Employee Stock Option (right to buy)	\$ 33.4	12/20/2013		M	5,988	03/01/2012 03/01/2021	Common Stock	5,988	

buy)

Employee

Stock

Option	\$ 39.54	12/20/2013		M	3,641	03/01/2013	03/01/2022	Common Stock	3,641
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlile Roger D 777 SOUTH FLAGLER DRIVE SUITE 1500 WEST PALM BEACH, FL 33401			EVP & Chief Financial Officer	

Signatures

By: Eric B. Miller, Attorney-in-Fact For: Roger D.
Carlile

12/23/2013

__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).

On December 20, 2013, Mr. Carlile sold an aggregate of 40,033 shares of FTI Consulting, Inc. common stock. For reporting purposes, the (1) sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$40.50 to \$40.66. The Company maintains a record of the transactions and copies will be provided upon request.

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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