

FTI CONSULTING INC  
Form 4  
June 19, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
DUNN JACK B IV

(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)  
06/17/2009

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)  
President & CEO

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |           | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|-----------|---------------------------|-----------------|--------------|----------------------------|
|                                      |                              |                  |            | Code  | V (A) (D) |                           |                 |              |                            |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 400   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 400                        |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 75  |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 75                         |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 100   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 100                        |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 100   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 100                        |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 500   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 500                        |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 350   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 350                        |
| Employee Stock Option (right to buy) | \$ 27.6                      | 06/17/2009       | M          | 400   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 400                        |
| Employee Stock                       | \$ 27.6                      | 06/17/2009       | M          | 100   |           | 11/05/2002 <sup>(1)</sup> | 11/05/2012      | Common Stock | 100                        |

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|  |         |            |   |       |                           |            |                 |       |  |
|--|---------|------------|---|-------|---------------------------|------------|-----------------|-------|--|
| Option<br>(right to<br>buy)                      |         |            |   |       |                           |            |                 |       |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 100   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 100   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 400   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 400   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 300   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 300   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 200   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 200   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 3,300 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 3,300 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 1,900 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 1,900 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 300   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 300   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 900   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 900   |  |
| Employee<br>Stock<br>Option                      | \$ 27.6 | 06/17/2009 | M | 100   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 100   |  |

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|                                      |         |            |   |       |                           |            |              |       |  |
|--------------------------------------|---------|------------|---|-------|---------------------------|------------|--------------|-------|--|
| (right to buy)                       |         |            |   |       |                           |            |              |       |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 2,600 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 2,600 |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 100   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 100   |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 100   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 100   |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 200   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 200   |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 1,300 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 1,300 |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 800   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 800   |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 600   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 600   |  |
| Employee Stock Option (right to buy) | \$ 27.6 | 06/17/2009 | M | 1,000 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 1,000 |  |
| Employee Stock Option (right to      | \$ 27.6 | 06/17/2009 | M | 100   | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common Stock | 100   |  |

buy)

Employee  
Stock

|                             |         |            |   |     |                           |            |                 |     |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|
| Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 200 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 200 |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|

Employee  
Stock

|                             |         |            |   |     |                           |            |                 |     |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|
| Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 600 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 600 |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|

Employee  
Stock

|                             |         |            |   |     |                           |            |                 |     |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|
| Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 600 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 600 |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|

Employee  
Stock

|                             |         |            |   |     |                           |            |                 |     |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|
| Option<br>(right to<br>buy) | \$ 27.6 | 06/17/2009 | M | 700 | 11/05/2002 <sup>(1)</sup> | 11/05/2012 | Common<br>Stock | 700 |
|-----------------------------|---------|------------|---|-----|---------------------------|------------|-----------------|-----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| DUNN JACK B IV<br>777 SOUTH FLAGLER DRIVE<br>SUITE 1500<br>WEST PALM BEACH, FL 33401 | X             |           | President & CEO |       |

## Signatures

Jack B. Dunn IV                      06/19/2009

\*\*Signature of                      Date  
Reporting Person

## 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 on 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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