

FTI CONSULTING INC  
Form 4  
June 04, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PINCUS THEODORE I**

2. Issuer Name and Ticker or Trading Symbol  
**FTI CONSULTING INC [FCN]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
**500 E PRATT STREET, SUITE 1400**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/01/2007**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP/Chief Financial Officer**

**BALTIMORE, MD 21202**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/01/2007                           |  | M                              |   | 23,750  | A  | \$ 12.36 28,250                                       |
| Common Stock                    | 06/01/2007                           |  | S                              |   | 23,750  | D  | \$ 37.6022 4,500<br><u>(1)</u>                        |
| Common Stock                    | 06/01/2007                           |  | M                              |   | 22,500  | A  | \$ 27.6 27,000  |
| Common Stock                    | 06/01/2007                           |  | S                              |   | 22,500  | D  | \$ 37.6022 4,500<br><u>(1)</u>                        |

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 12.36   | 06/01/2007                           |  | M                              | 23,750  | 10/05/2002 <sup>(2)</sup> 10/05/2011                     | Common Stock  | 23,750                     |
| Employee Stock Option (right to buy)       | \$ 27.6  | 06/01/2007                           |  | M                              | 22,500  | 11/05/2002 <sup>(2)</sup> 11/05/2012                     | Common Stock  | 22,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| PINCUS THEODORE I<br>500 E PRATT STREET<br>SUITE 1400<br>BALTIMORE, MD 21202 |               |           | EVP/Chief Financial Officer |       |

## Signatures

Theodore I. Pincus 06/04/2007

\*\*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) Shares of common stock were sold by the reporting person at per share prices ranging from \$ 37.54 to \$37.81 resulting in an average sales price of \$37.6588 per share.
- (2) 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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