

FTI CONSULTING INC  
Form 4  
December 23, 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 \*  
DUNN JACK B IV

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)  
777 SOUTH FLAGLER  
DRIVE, SUITE 1500

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
WEST PALM BEACH, FL 33401

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

**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                    | 12/19/2013                           |  | M                              |   | 20,000 A \$ 26.45   | 152,918  | D   |
| Common Stock                    | 12/19/2013                           |  | S                              |   | 20,000 D \$ 41.2718   | 132,918  | D   |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 22,500 A \$ 30.83   | 155,418  | D   |
| Common Stock                    | 12/19/2013                           |  | S                              |   | 22,500 D \$ 41.2718   | 132,918  | D   |
|                                 | 12/19/2013                           |  | M                              |   | 3,447 A \$ 31.91  | 136,365  | D   |

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|              |            |   |        |   |                      |         |   |
|--------------|------------|---|--------|---|----------------------|---------|---|
| Common Stock |            |   |        |   |                      |         |   |
| Common Stock | 12/19/2013 | S | 3,447  | D | \$<br>41.2718<br>(1) | 132,918 | D |
| Common Stock | 12/19/2013 | M | 19,053 | A | \$ 31.91             | 151,971 | D |
| Common Stock | 12/19/2013 | S | 19,053 | D | \$<br>41.2718<br>(1) | 132,918 | D |
| Common Stock | 12/19/2013 | M | 2,735  | A | \$ 26.45             | 135,653 | D |
| Common Stock | 12/19/2013 | S | 2,735  | D | \$<br>41.2718<br>(1) | 132,918 | D |
| Common Stock | 12/19/2013 | M | 22,500 | A | \$ 28.86             | 155,418 | D |
| Common Stock | 12/19/2013 | S | 22,500 | D | \$<br>41.2718<br>(1) | 132,918 | D |
| Common Stock | 12/19/2013 | S | 9,742  | D | \$<br>41.0408<br>(2) | 123,176 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| Employee Stock Option                      | \$ 26.45   | 12/19/2013                           |  | M                              | 20,000  | Date Exercisable: 12/31/2009<br>Expiration Date: 10/24/2016 | Common Stock  |

|   |          |            |   |        |            |            |                 |    |  |  |
|---|----------|------------|---|--------|------------|------------|-----------------|----|--|--|
| (right to buy)                                  |          |            |   |        |            |            |                 |    |  |  |
| Employee<br>Stock Option<br>(right to buy)      | \$ 26.45 | 12/19/2013 | M | 2,735  | 04/25/2004 | 10/24/2016 | Common<br>Stock | 2, |  |  |
| Employee<br>Stock Option<br>(right to buy)      | \$ 28.86 | 12/19/2013 | M | 22,500 | 11/01/2006 | 11/01/2015 | Common<br>Stock | 22 |  |  |
| Employee<br>Stock Option<br>(right to buy)      | \$ 31.91 | 12/19/2013 | M | 19,053 | 02/15/2007 | 02/15/2016 | Common<br>Stock | 19 |  |  |
| Employee<br>Stock Option<br>(right to buy)      | \$ 31.91 | 12/19/2013 | M | 3,447  | 02/15/2007 | 02/15/2016 | Common<br>Stock | 3, |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.83 | 12/19/2013 | M | 22,500 | 05/02/2007 | 05/02/2016 | Common<br>Stock | 22 |  |  |

## 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                      12/20/2013

\_\_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).

On December 19, 2013, Mr. Dunn IV sold an aggregate of 90,235 shares of FTI Consulting, Inc. common stock. For reporting purposes, (1) the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$40.90 to \$41.50. The Company maintains a record of the transactions and copies will be provided upon request.

On December 19, 2013, Mr. Dunn IV sold an aggregate of 9,742 shares of FTI Consulting, Inc. common stock. For reporting purposes, (2) the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$40.95 to \$41.24. 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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