

FTI CONSULTING INC  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Miller Eric B

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)  
1101 K STREET NW  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Fmr EVPGenCounselChf Risk Ofcr

WASHINGTON, DC 20005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 2,607   | D  | \$ 36.9116<br>(1)                 |
| Common Stock                    | 02/27/2015                           |  | M                              |   | 3,334   | A  | \$ 28.4 27,854                    |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 3,334   | D  | \$ 36.9593<br>(2)                 |
| Common Stock                    | 02/27/2015                           |  | M                              |   | 6,666   | A  | \$ 28.4 31,186                    |
|                                 | 02/27/2015                           |  | S                              |   | 6,666   | D  | 24,520 D                          |

Edgar Filing: FTI CONSULTING INC - Form 4

|              |            |  |   |       |   |            |        |   |
|--------------|------------|--|---|-------|---|------------|--------|---|
| Common Stock |            |  |   |       |   | \$         |        |   |
|              |            |  |   |       |   | 36.9593    |        |   |
|              |            |  |   |       |   | <u>(2)</u> |        |   |
| Common Stock | 02/27/2015 |  | M | 7,500 | A | \$ 33.4    | 32,020 | D |
| Common Stock | 02/27/2015 |  | S | 7,500 | D | \$         |        |   |
|              |            |  |   |       |   | 36.9593    | 24,520 | D |
|              |            |  |   |       |   | <u>(2)</u> |        |   |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 28.4  | 02/27/2015                           |  | M                              | 3,334   | 02/13/2010 02/13/2017                                    | Common Stock  | 3,334                      |                            |
| Employee Stock Option (right to buy)       | \$ 28.4  | 02/27/2015                           |  | M                              | 6,666   | 02/13/2009 02/13/2017                                    | Common Stock  | 6,666                      |                            |
| Employee Stock Option (right to buy)       | \$ 33.4  | 02/27/2015                           |  | M                              | 7,500   | 03/01/2014 03/01/2021                                    | Common Stock  | 7,500                      |                            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |                                |
|---|---------------|-----------|---------|--------------------------------|
|   | Director      | 10% Owner | Officer | Other                          |
| Miller Eric B<br>1101 K STREET NW<br>WASHINGTON, DC 20005 |               |           |         | Fmr EVPGenCounselChf Risk Ofcr |

## Signatures

Eric B. Miller                      03/03/2015

\_\_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) On February 27, 2015, Mr. Miller sold an aggregate of 2,607 shares of FTI Consulting, Inc. common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$36.75 to \$37.05. The Company maintains a record of the transactions and copies will be provided upon request.
  - (2) On February 27, 2015, Mr. Miller exercised an aggregate of 17,500 stock options of FTI Consulting, Inc. common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$36.75 to \$37.09. 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. 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.