

FTI CONSULTING INC
Form 4
August 28, 2014

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 *
Bannister David G

(Last) (First) (Middle)
1101 K STREET NW
(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2014

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 & Regional Chairman

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) | Price | | |
| Common Stock | 08/27/2014 | | M | 15,018 | A \$ 33.4 | 42,333 | D |
| Common Stock | 08/27/2014 | | S | 15,018 | D \$ 36.811 | 27,315 | D |
| Common Stock | 08/27/2014 | | M | 8,982 | A \$ 33.4 | 36,297 | D |
| Common Stock | 08/27/2014 | | S | 8,982 | D \$ 36.811 | 27,315 | D |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 33.4 | 08/27/2014 | | M | 15,018 | <u>(2)</u> 03/01/2021 | Common Stock | 15,018 |
| Employee Stock Option (right to buy) | \$ 33.4 | 08/27/2014 | | M | 8,982 | <u>(2)</u> 03/01/2021 | Common Stock | 8,982 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bannister David G 1101 K STREET NW WASHINGTON, DC 20005 | | | EVP & Regional Chairman | |

Signatures

By: Eric B. Miller, Attorney-in-Fact For: David Bannister 08/28/2014

__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).

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On August 27, 2014, Mr. Bannister sold an aggregate of 24,000 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: \$36.64 to \$37.08. The Company maintains a record of the transactions and copies will be provided upon request.

(2) The options became exercisable on March 1, 2012, March 1, 2013 and March 1, 2014.

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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