

FTI CONSULTING INC  
Form 4  
June 08, 2006

**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 \*  
FLICK JAMES A JR

(Last) (First) (Middle)

500 E PRATT STREET, SUITE 1400

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/06/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 06/06/2006 <sup>(1)</sup>            |  | M                              | 1,929 A \$ 0  | 26,573 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,250   | I  | by Spouse                         |

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

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SEC 1474 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Deferred Restricted Stock Units            | (3)  | 06/06/2006                           |  | M                              | 1,929   | 06/05/2006 <sup>(4)</sup> - <sup>(1)</sup>               | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 1.9   |                                      |  |                                |   | 05/19/2000 - 05/19/2009                                  | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 7.56  |                                      |  |                                |   | 05/20/1998 - 05/20/2008                                  | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 21.33   |                                      |  |                                |   | 06/05/2003 - 06/05/2012                                  | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 22.36   |                                      |  |                                |   | 06/05/2005 - 06/05/2015                                  | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FLICK JAMES A JR<br>500 E PRATT STREET<br>SUITE 1400<br>BALTIMORE, MD 21202 |               | X         |         |       |

## Signatures

By: Theodore I. Pincus, Attorney-in-Fact For: James A. Flick, Jr.

06/08/2006

\*\*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) Vested shares of common stock will be delivered to the reporting person upon termination of service.
- (2) The reported holdings reflect Mr. Flick's beneficial ownership as of June 6, 2006, the date his insider status terminated.
- (3) Each deferred restricted stock unit represents a contingent right to receive one share of FTI Consulting, Inc. common stock.
- (4) The deferred restricted stock units are fully vested 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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