

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SHAUGHNESSY DENNIS J</u>  (Last) (First) (Middle) 777 SOUTH FLAGLER DRIVE SUITE 1500  (Street) WEST PALM BEACH FL 33401  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FTI CONSULTING INC [ FCN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	05/04/2009		S		200	D	\$54.965	166,705	D	
Common Stock	05/04/2009		S		300	D	\$54.97	166,405	D	
Common Stock	05/04/2009		S		100	D	\$54.975	166,305	D	
Common Stock	05/04/2009		S		200	D	\$54.977	166,105	D	
Common Stock	05/04/2009		S		600	D	\$54.98	165,505	D	
Common Stock	05/04/2009		S		100	D	\$54.99	165,405	D	
Common Stock	05/04/2009		S		600	D	\$55	164,805	D	
Common Stock	05/04/2009		S		1,500	D	\$55.01	163,305	D	
Common Stock	05/04/2009		S		400	D	\$55.015	162,905	D	
Common Stock	05/04/2009		S		700	D	\$55.02	162,205	D	
Common Stock	05/04/2009		S		2,500	D	\$55.03	159,705	D	
Common Stock	05/04/2009		S		300	D	\$55.035	159,405	D	
Common Stock	05/04/2009		S		100	D	\$55.04	159,305	D	
Common Stock	05/04/2009		S		500	D	\$55.05	158,805	D	
Common Stock	05/04/2009		S		200	D	\$55.06	158,605	D	
Common Stock	05/04/2009		S		800	D	\$55.065	157,805	D	
Common Stock	05/04/2009		S		500	D	\$55.07	157,305	D	
Common Stock	05/04/2009		S		600	D	\$55.075	156,705	D	
Common Stock	05/04/2009		S		1,700	D	\$55.08	155,005	D	
Common Stock	05/04/2009		S		200	D	\$55.09	154,805	D	
Common Stock	05/04/2009		S		100	D	\$55.1	154,705	D	
Common Stock	05/04/2009		S		100	D	\$55.435	154,605	D	
Common Stock	05/04/2009		S		100	D	\$55.44	154,505	D	
Common Stock	05/04/2009		S		4,000	D	\$55.76	150,505	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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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)	Code	V	A) (D)		Date Exercisable	Expiration Date	Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A)	(D)								Amount or Number of	
Employee Stock Option (right to buy)	\$21.33	05/04/2009		M				60,000	06/05/2003 <sup>(1)</sup>	06/05/2012	Common Stock	60,000	\$0	0	D	
Employee Stock Option (right to buy)	\$26.45	05/04/2009		M				40,000	10/24/2007 <sup>(1)</sup>	10/24/2016	Common Stock	40,000	\$0	110,000	D	

**Explanation of Responses:**

1. Option vests in three equal annual installments beginning one year after the grant date.

By: Eric Miller, Attorney-in-Fact For: Dennis Shaughnessy      05/06/2009

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.