

Paul Holly
Form 4
April 30, 2019

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 *
Paul Holly

(Last) (First) (Middle)

555 12TH STREET NW

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Price (D) | | |
| Common Stock | 04/26/2019 | | | M | 4,622 A \$ 36.87 | 25,792 | D |
| Common Stock | 04/26/2019 | | | M | 4,952 A \$ 34.33 | 30,744 | D |
| Common Stock | 04/26/2019 | | | S | 3,874 D \$ 84.06 (1) | 26,870 | D |
| Common Stock | 04/26/2019 | | | S | 5,700 D \$ 84.65 (2) | 21,170 | 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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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 36.87 | 04/26/2019 | | M | 4,622 | ⁽³⁾ 03/01/2025 | Common Stock | 4,622 |
| Stock Option (right to buy) | \$ 34.33 | 04/26/2019 | | M | 4,952 | 03/01/2017 03/01/2026 | Common Stock | 4,952 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Paul Holly 555 12TH STREET NW WASHINGTON, DC 20004 | | | Chief Human Resources Officer | |

Signatures

By: Joanne Catanese, Attorney-in-Fact For: Holly Helgerson Paul 04/30/2019

**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)

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On April 26, 2019, Ms. Paul sold an aggregate of 3,874 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: \$83.38 to \$84.38. The Company maintains a record of the transactions and copies will be provided upon request.

(2) On April 26, 2019, Ms. Paul sold an aggregate of 5,700 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: \$84.40 to \$85.01. The Company maintains a record of the transactions and copies will be provided upon request.

(3) 1,540 options became exercisable on March 1, 2016, 1,541 options became exercisable on March 1, 2017, and 1,541 options became exercisable on March 1, 2018.

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.