

FTI CONSULTING INC
Form 3/A
March 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

^ Kelly Declan M
(Last) (First) (Middle)

777 SOUTH FLAGLER DRIVE, ^ SUITE 1500

(Street)

WEST PALM BEACH, ^ FL ^ 33401

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/31/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP-Chief Integration Officer

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

11/07/2008

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Employee Stock Option (right to buy) 10/04/2007⁽¹⁾ 10/04/2016 Common Stock 48,000 ⁽²⁾ \$ 25.25 D A

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| Kelly Declan M 777 SOUTH FLAGLER DRIVE SUITE 1500 WEST PALM BEACH, FL 33401 | A | A | A | EVP-Chief Integration Officer A |

Signatures

Declan M. Kelly 03/06/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests at the rate of 20% per annum on the first through fifth anniversaries of the date of grant.
- (2) This Amendment is being filed to correct the amount of securities reported as beneficially owned . The total shares reported as beneficially owned by Mr. Kelly were overstated by 8,040 shares.

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.