

CALLAGHAN DENIS J  
Form 4/A  
January 25, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CALLAGHAN DENIS J

(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  
FTI CONSULTING INC [FCN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/17/2009

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  |  |
|                                 |                                      |  |                                |   | Amount  |  |  |
|                                 |                                      |  |                                | (D)   | Price   |  |  |

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

**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.**

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

Edgar Filing: CALLAGHAN DENIS J - Form 4/A

| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       |     |                           |                 |              |                            |  |
|---|------------------------------|------------------|------------|--|-------|-----|---------------------------|-----------------|--------------|----------------------------|--|
|   |                              |                  | Code       | V  | (A)   | (D) | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 300   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 100   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 1,200 |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock | 1                          |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 125   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 300   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 100   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 100   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 100   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 200   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 300   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65                     | 12/15/2009       | M          |  | 200   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |
| Non-Qualified Stock Option                | \$ 21.65                     | 12/15/2009       | M          |  | 100   |     | 07/24/2004 <sup>(1)</sup> | 07/24/2013      | Common Stock |                            |  |

|   |          |            |   |     |                           |            |              |  |
|---|----------|------------|---|-----|---------------------------|------------|--------------|--|
| (right to buy)                            |          |            |   |     |                           |            |              |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 400 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 400 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 200 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 900 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 200 | 07/24/2004 <sup>(1)</sup> | 07/24/2013 | Common Stock |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CALLAGHAN DENIS J<br>777 SOUTH FLAGLER DRIVE<br>SUITE 1500<br>WEST PALM BEACH, FL 33401 | X             |           |         |       |

## Signatures

By: Eric B. Miller, Attorney-in-Fact For: Denis J. Callaghan

01/25/2010

\_\_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) Option vests in three equal annual installments beginning one year after the grant date.

(2) This Amendment is filed to delete price information that was erroneously included in Column 8 of Table II of the Form 4 filed on December 17, 2009. The grantee did not pay any consideration to FTI Consulting, Inc. for the referenced stock option awards.

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.