

CALLAGHAN DENIS J
Form 4/A
January 25, 2010

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 *
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.

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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 | 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (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 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 100 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 1,200 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 125 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 300 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 100 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 100 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 100 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 200 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 300 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | | 200 | | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | | |
| Non-Qualified Stock Option | \$ 21.65 | 12/15/2009 | M | | 100 | | 07/24/2004 ⁽¹⁾ | 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 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 400 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 200 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 100 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 900 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 21.65 | 12/15/2009 | M | 200 | 07/24/2004 ⁽¹⁾ | 07/24/2013 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CALLAGHAN DENIS J 777 SOUTH FLAGLER DRIVE SUITE 1500 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.

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