

FTI CONSULTING INC  
 Form 3  
 November 07, 2008

**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)

|  |   |   |  |   |  |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Kelly Declan M</p> <p>(Last) (First) (Middle)</p> <p>777 SOUTH FLAGLER DRIVE,^ SUITE 1500</p> <p>(Street)</p> <p>WEST PALM BEACH,^ FL^ 33401</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/31/2008</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>FTI CONSULTING INC [FCN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 EVP-Chief Integration Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 22,250   | D   | ^  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable  | Title  |  |   |  |

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|                                      | Expiration Date                      | Amount or Number of Shares     | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|--------------------------------|----------------------------|
| Call Option (right to buy)           | 11/26/2007 <sup>(1)</sup> 11/30/2009 | Common Stock 103,643 \$ 76.369 | D Â                        |
| Employee Stock Option (right to buy) | 10/04/2007 <sup>(2)</sup> 10/04/2016 | Common Stock 56,040 \$ 25.25   | D Â                        |
| Employee Stock Option (right to buy) | 08/11/2009 <sup>(2)</sup> 08/11/2018 | Common Stock 75,000 \$ 74.05   | D Â                        |
| Put Option (right to sell)           | 11/26/2007 <sup>(1)</sup> 11/30/2009 | Common Stock 103,643 \$ 54.043 | D Â                        |

## Reporting Owners

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

## Signatures

Declan M. Kelly 11/07/2008  
 \*\*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).
- The reporting person entered into a European style collar arrangement before he was elected an officer of FTI Consulting, Inc. The
- (1) reporting person acquired the shares of common stock subject to the collar as partial purchase price consideration for the share capital of FD International (Holdings) Limited owned by him, which was acquired by FTI Consulting, Inc. in October 2006.
  - (2) Option vests at the rate of 20% per annum on the first through fifth anniversary dates of the date of grant

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.