

FTI CONSULTING INC
Form 3/A
January 10, 2005

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

OMB APPROVAL

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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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ ^ DINAPOLI DOMINIC		(Month/Day/Year) 02/18/2004	FTI CONSULTING INC [FCN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
900 BESTGATE ROAD,^ SUITE 100			(Check all applicable)	02/23/2004
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
ANNAPOLIS,^ MD^ 214013066			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below) EVP & Chief Operating Officer	<input type="checkbox"/> 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)
Common Stock	59,622	D	^

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Call Option (obligation to sell) ⁽¹⁾	09/06/2006	09/06/2006	Common Stock 27,638 \$ 43.64	D Â
Employee Stock Option (right to buy)	08/30/2003 ⁽²⁾	08/30/2012	Common Stock 67,500 \$ 24.28	D Â
Put Option (right to sell) ⁽¹⁾	09/06/2006	09/06/2006	Common Stock 27,638 \$ 27.68	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINAPOLI DOMINIC 900 BESTGATE ROAD SUITE 100 ANNAPOLIS, MD 214013066	Â	Â	Â EVP & Chief Operating Officer	Â

Signatures

By: Theodore I. Pincus, Attorney-in-Fact 01/10/2005

^{**}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 acquired the shares of Common Stock subject to the zero-cost collar in connection with FTI's acquisition of the Business Recovery Services business of PriceWaterhouseCoopers, LLP in August 2002. In connection with that acquisition, certain former partners of PwC, including the reporting person, received shares of our Common Stock that were subject to contractual restrictions on transfer and sale. On April 25, 2003, the reporting person entered into a zero-cost collar arrangement with a securities broker pursuant to which he wrote a covered call option and purchased a put option with respect to 27,638 of the restricted shares of Common Stock that he received in connection with that transaction. Only one of the options can be in the money on the expiration date, at which time the in-the-money option will be exercised (and settled in stock or cash), and the other option will expire. If neither option is in the money on the expiration date, both options will expire.
- (1) Option vests in three equal annual installments beginning one year after the grant date.

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.