

Kelly Declan M  
 Form 4  
 October 06, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Kelly Declan M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 777 SOUTH FLAGLER  
 DRIVE, SUITE 1500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/05/2009

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Former Officer

WEST PALM BEACH, FL 33401  
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/05/2009		S		100	D	\$ 41.3 15,900
Common Stock	10/05/2009		S		700	D	\$ 41.31 15,200
Common Stock	10/05/2009		S		400	D	\$ 41.32 14,800
Common Stock	10/05/2009		S		600	D	\$ 41.34 14,200
Common Stock	10/05/2009		S		200	D	\$ 41.35 14,000

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Common Stock	10/05/2009	S	100	D	\$ 41.4	13,900	D
Common Stock	10/05/2009	S	100	D	\$ 41.4275	13,800	D
Common Stock	10/05/2009	S	200	D	\$ 41.43	13,600	D
Common Stock	10/05/2009	S	300	D	\$ 41.45	13,300	D
Common Stock	10/05/2009	S	1,181	D	\$ 41.46	12,119	D
Common Stock	10/05/2009	S	100	D	\$ 41.47	12,019	D
Common Stock	10/05/2009	M	12,000	A	\$ 25.25	24,019	D
Common Stock	10/05/2009	S	5,219	D	\$ 41.75	18,800	D
Common Stock	10/05/2009	S	900	D	\$ 41.755	17,900	D
Common Stock	10/05/2009	S	500	D	\$ 41.7575	17,400	D
Common Stock	10/05/2009	S	700	D	\$ 41.76	16,700	D
Common Stock	10/05/2009	S	300	D	\$ 41.765	16,400	D
Common Stock	10/05/2009	S	300	D	\$ 41.7675	16,100	D
Common Stock	10/05/2009	S	200	D	\$ 41.7775	15,900	D
Common Stock	10/05/2009	S	200	D	\$ 41.775	15,700	D
Common Stock	10/05/2009	S	1,100	D	\$ 41.78	14,600	D
Common Stock	10/05/2009	S	100	D	\$ 41.795	14,500	D
Common Stock	10/05/2009	S	400	D	\$ 41.8	14,100	D
Common Stock	10/05/2009	S	100	D	\$ 41.8075	14,000	D
Common Stock	10/05/2009	S	900	D	\$ 41.81	13,100	D
	10/05/2009	S	200	D	\$ 41.82	12,900	D

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Common  
Stock

Common Stock 10/05/2009 S 900 D \$ 41.77 12,000 D

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.25	10/05/2009		M	12,000	10/04/2007 <sup>(1)</sup> 10/04/2016	Common Stock	12,000

## 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				Former Officer

## Signatures

By: Eric B. Miller, Attorney-in-Fact For: Declan M. Kelly 10/06/2009

\_\_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 at the rate of 20% per annum on the first through fifth anniversaries 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.

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