SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Event Requiring Statement (Month/Day/Year) DINAPOLI DOMINIC 02/18/2004				ment	3. Issuer Name and Ticker or Trading Symbol <u>FTI CONSULTING INC</u> [FCN]						
(Last) (First) (Middle) 900 BESTGATE ROAD SUITE 100		(Middle)			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below)		on(s) to Issuer 10% Owner Other (specify below)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 02/23/2004 6. Individual or Joint/Group Filing (Check Applicable Line) 		
					EVP & Chief Operating Officer						
(Street) ANNAPOLIS MD 214013066									X		y One Reporting Person
ANNAPOLIS WID 214013000								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					59,622		D				
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 Securiti Underlying Derivative Security		y (Instr. 4) Conve or Exe		ersion ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Security		Direct (D) or Indirect (I) (Instr. 5)		
Call Option (ob	Call Option (obligation to sell) ⁽¹⁾		09/06/2006	09/06/2006	5	Common Stock	27,638	43.64		D	
Employee Stock Option (right to buy)		08/30/2003 ⁽²⁾	08/30/2012	2	Common Stock	67,500	24.	28	D		
Put Option (right to sll) ⁽¹⁾		09/06/2006	09/06/2006	5	Common Stock	27,638	27.	68	D		

Explanation of Responses:

1. 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.

2. Option vests in three equal annual installments beginning one year after the grant date.

Remarks:

By: Theodore I. Pincus, Attorney-in-Fact

01/10/2005

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date