

FTI CONSULTING INC
Form 4/A
July 05, 2017

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 *
Ellis Vernon James

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)
555 12TH STREET NW, SUITE 700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2016

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

WASHINGTON, DC 20004

4. If Amendment, Date Original Filed (Month/Day/Year)
11/28/2016

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/23/2016 | | S | V Amount (D) Price 5,000 D \$ 43.3209 | 20,855 (1) (2) D | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ellis Vernon James 555 12TH STREET NW SUITE 700 WASHINGTON, DC 20004 | | X | | |

Signatures

By: Joanne Catanese, Attorney in Fact For: Vernon J. Ellis 07/05/2017

**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) Corrects the aggregate amount of securities beneficially owned by the reporting person. Securities related to the Form 4 filed on June 3, 2016 were inadvertently omitted from column 5 of the reporting person's Form 4 originally filed on November 28, 2016. The 20,855 of securities beneficially owned are comprised of the 6,740 restricted stock units granted on June 5, 2013 that vested and converted to common shares on June 5, 2014, which were reported on the Form 4 filed on June 6, 2014, minus the 911 shares withheld for taxes upon the vesting of restricted stock units which were reported on the amended Form 4 filed on July 5, 2017. The securities also comprised of the 7,926 restricted stock units granted on June 4, 2014 that vested and converted to common shares on June 4, 2015, which were reported on the amended Form 4 filed on July 5, 2017, plus the 6,178 restricted stock units granted on June 3, 2015, which were reported in Table I of the Form 4 filed on June 5, 2015,

(2) (Continued from footnote 1) plus the 5,922 restricted stock units granted on June 1, 2016, which were reported in Table I of the Form 4 filed on June 3, 2016 and minus the 5,000 shares of common stock sold on November 23, 2016, which were reported on the Form 4 filed on November 28, 2016.

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.