

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jennings Andrew</u> _____ (Last) (First) (Middle) <u>181 METRO DRIVE</u> _____ (Street) <u>SAN JOSE CA 95110</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP [ FICO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	(A) or (D)	Price			
Common Stock	12/13/2013		M		3,334	A	(1)	14,357.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		M		1,334	A	(1)	15,691.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		M		1,042	A	(2)	16,733.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		M		2,500	A	(2)	19,233.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		M		834	A	(2)	20,067.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		F		2,435 <sup>(3)</sup>	D	\$57	17,632.9965	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2013		F		2,282 <sup>(4)</sup>	D	\$57	15,350.9969 <sup>(5)</sup>	I	The 2010 Jennings Family Revocable Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(1)	12/13/2013		M		3,334		12/13/2012 <sup>(6)</sup>	(7)	Common Stock	3,334	\$0.00	6,667	D	
Performance Share Units	(1)	12/13/2013		M		1,334		12/13/2013 <sup>(6)</sup>	(7)	Common Stock	1,334	\$0.00	4,000	D	
Restricted Stock Units	(2)	12/13/2013		M		1,042		12/13/2012 <sup>(8)</sup>	(7)	Common Stock	1,042	\$0.00	2,082	D	
Restricted Stock Units	(2)	12/13/2013		M		2,500		12/13/2012 <sup>(8)</sup>	(7)	Common Stock	2,500	\$0.00	5,000	D	
Restricted Stock Units	(2)	12/13/2013		M		834		12/13/2013 <sup>(8)</sup>	(7)	Common Stock	834	\$0.00	2,499	D	
Restricted Stock Units	(2)	12/13/2013		A		2,908		12/13/2014 <sup>(8)</sup>	(7)	Common Stock	2,908	\$0.00	2,908	D	

**Explanation of Responses:**

- Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- Shares withheld by Company for payment of taxes due at vesting from earned performance share units.
- Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- Includes reinvested dividends from ESPP plan.
- The performance share units vest in four equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- No expiration date.
- The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.

**Remarks:**

/s/Nancy E. Fraser, Attorney-in-fact      12/16/2013

\*\* Signature of Reporting Person      Date

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 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).

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.**