SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

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1. Name and A Sherer Lo	Address of Reporting Dri	Person*	2. Date of Event Requiring State (Month/Day/Yea 08/30/2004	ment	3. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FIC]						
(Last) 200 SMITH	(First) I RANCH ROAD	(Middle)			4. Relationship of Reporting Perso (Check all applicable) Director		10% Owner Other (specify below)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(Street) SAN CA 94903 RAFAEL		94903			Х	Officer (give title below) Vice Presider					
(City)	(State)	(Zip)									
			Table I - Noi	n-Derivat	tive Se	curities Beneficiall	y 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					12,050.2605(1)		D				
		(e				rities Beneficially ptions, convertible		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securi Underlying Derivative Securi			4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratior Date	n Title		Amount or Number of Shares	Price o Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)		04/09/2002 ⁽²⁾	04/09/2011		Common Stock	33,750 17.659		593	D		
Non-Qualified Stock Option (right to buy)			11/30/2002 ⁽²⁾	11/30/2011	1 Common Stock 45,000		45,000	26.2845		D	
Non-Qualified Stock Option (right to buy)			08/02/2005 ⁽²⁾	08/01/2014	1	Common Stock	20,000	28.	75	D	
Non-Qualified Stock Option (right to buy)			11/29/2003 ⁽²⁾	11/29/2012	12 Common Stock		22,500	29.2		D	
Non-Qualified Stock Option (right to buy)			11/17/2004 ⁽²⁾	11/16/2013	3	Common Stock	30,000	35	.5	D	

Explanation of Responses:

1. Includes ESPP purchases and reinvested dividends.

2. This option vests in four equal annual installments commencing on this date.

Remarks:

/s/ Nancy Fraser, Attorney-in-

fact

09/01/2004

** 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 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.

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints ANDREA M. FIKE and NANCY FRASER, the undersigned's true and lawful attorney-in-fact to:

1. execute for and

on behalf of the undersigned, in the undersigned's capacity as an officer and / or director of Fair Isaac Corporation (the "Company"), Forms 3, 4 and 5, including Form ID application and verification, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other action of

any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such

attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or attorney-in-fact's

substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of

Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused the Power of Attorney to be executed as of this 24th day of August 2004.

/s/ Lori Sherer