

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>LANSING WILLIAM J</b> _____ (Last) (First) (Middle) <b>181 METRO DRIVE</b> _____ (Street) <b>SAN JOSE CA 95110</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>FAIR ISAAC CORP [ FICO ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/13/2016</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

**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	12/13/2016		M		4,166	A	\$0.00	177,255	D	
Common Stock	12/13/2016		M		6,469	A	\$0.00	183,724	D	
Common Stock	12/13/2016		M		6,667	A	\$0.00	190,391	D	
Common Stock	12/13/2016		M		17,252	A	\$0.00	207,643	D	
Common Stock	12/13/2016		M		26,569	A	\$0.00	234,212	D	
Common Stock	12/13/2016		F		31,891 <sup>(1)</sup>	D	\$121.67	202,321	D	
Common Stock	12/13/2016		M		30,000 <sup>(2)</sup>	A	\$36.01	232,321	D	
Common Stock	12/13/2016		S		24,656	D	\$122.15 <sup>(3)</sup>	207,665	D	
Common Stock	12/13/2016		S		5,344	D	\$122.87 <sup>(4)</sup>	202,321	D	

**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				
Restricted Stock Units	(5)	12/13/2016		M		4,166		12/13/2013 <sup>(6)</sup>	(7)	Common Stock	4,166	\$0.00	0	D	
Restricted Stock Units	(5)	12/13/2016		M		6,469		12/13/2014 <sup>(6)</sup>	(7)	Common Stock	6,469	\$0.00	6,469	D	
Performance Share Units	(8)	12/13/2016		M		6,667		12/13/2013 <sup>(9)</sup>	(7)	Common Stock	6,667	\$0.00	0	D	
Performance Share Units	(8)	12/13/2016		M		17,252		12/13/2014 <sup>(10)</sup>	(7)	Common Stock	17,252	\$0.00	0	D	
Market Share Units	(11)	12/13/2016		M		26,569		12/13/2016	(7)	Common Stock	26,569	\$0.00	0	D	
Non Qualified Stock Option (right to buy)	\$36.01	12/13/2016		M		30,000 <sup>(2)</sup>		01/27/2013 <sup>(12)</sup>	01/26/2019	Common Stock	3,000	\$0	0	D	

**Explanation of Responses:**

- Shares withheld by Company for payment of taxes due at vesting from restricted stock units, earned performance share units and earned market share units.
- Exercised and sold pursuant to reporting person's 10b5-1 plan.
- This transaction was executed in multiple trades at prices ranging from \$121.74 to \$122.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$122.7510 to \$123.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- 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.
- No expiration date.
- Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- 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.

10. The performance share units vest in three equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
11. Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
12. This option vests in four equal annual installments commencing on this date.

**Remarks:**

/s/Nancy E. Fraser, Attorney-in-  
fact 12/14/2016

\*\* 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.

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