SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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		Filed pursuant to Section 10(a) of the Securities Exchange Act of 1			
		or Section 30(h) of the Investment Company Act of 1940			
1 0		2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FIC]		all applicable) Director	10% Owner
(First) ICH ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2004	X	below)	Other (specify below) and CFO
	94903 (7in)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed by One Re	porting Person
	KENNETH J	ICH ROAD	or Section 30(h) of the Investment Company Act of 1940 s of Reporting Person* KENNETH J (First) (Middle) ICH ROAD CA 94903	or Section 30(h) of the Investment Company Act of 1940 s of Reporting Person* KENNETH J (First) (Middle) ICH ROAD CA 94903	or Section 30(h) of the Investment Company Act of 1940 s of Reporting Person* KENNETH J (First) (Middle) ICH ROAD CA 94903 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filin X Form filed by More th 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/06/2004		М		26,936	A	\$32.83	30,029	D	
Common Stock	02/06/2004		М		1,596	A	\$32.83	31,625	D	
Common Stock	02/06/2004		М		1,621	A	\$27.21	33,246	D	
Common Stock	02/06/2004		S		6,500	D	\$61.55	26,746	D	
Common Stock	02/06/2004		S		5,400	D	\$61.56	21,346	D	
Common Stock	02/06/2004		S		13,853	D	\$61.58	7,493	D	
Common Stock	02/06/2004		S		4,000	D	\$61.59	3,493	D	
Common Stock	02/06/2004		S		400	D	\$61.66	3,093	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. Transa Code (8)		n of		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				
Non- Qualified Stock Option (right to buy)	\$32.83	02/06/2004		М			26,936	12/13/2000 ⁽¹⁾	12/13/2006	Common Stock	26,936	\$0	0	D	
Incentive Stock Option (right to buy)	\$32.83	02/06/2004		М			1,596	10/02/2001 ⁽¹⁾	10/02/2007	Common Stock	1,596	\$0	0	D	
Incentive Stock Option (right to buy)	\$27.21	02/06/2004		М			1,621	08/05/2002 ⁽¹⁾	02/27/2009	Common Stock	1,621	\$0	0	D	

Explanation of Responses:

1. All options were fully vested by August 5, 2002.

Remarks:

/s/ Andrea M. Fike, Attorney-

<u>in-fact</u>

02/09/2004

Date

** 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 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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