

**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 * <b>Gordon Michael J</b>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/06/2013</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
181 METRO DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN JOSE CA 95110								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2013		M		625	A	\$20.31	6,257	D	
Common Stock	02/06/2013		M		2,250	A	\$14.16	8,507	D	
Common Stock	02/06/2013		M		3,125	A	\$35.99	11,632	D	
Common Stock	02/06/2013		M		2,188	A	\$24.03	13,820	D	
Common Stock	02/06/2013		S		8,188	D	\$45.0136 <sup>(1)</sup>	5,632	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
Non-Qualified Stock Option (right to buy)	\$20.31	02/06/2013		M		625		12/18/2010 <sup>(2)</sup>	12/17/2016	Common Stock	625	\$0.00	625	D	
Non-Qualified Stock Option (right to buy)	\$14.16	02/06/2013		M		2,250		12/18/2009 <sup>(2)</sup>	12/17/2015	Common Stock	2,250	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$35.99	02/06/2013		M		3,125		12/13/2012 <sup>(2)</sup>	12/12/2018	Common Stock	3,125	\$0.00	9,375	D	
Non-Qualified Stock Option (right to buy)	\$24.03	02/06/2013		M		2,188		12/13/2011 <sup>(2)</sup>	12/12/2017	Common Stock	2,188	\$0.00	4,374	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$45.01 to \$45.03. 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 option vests in four equal annual installments commencing on this date.

**Remarks:**

/s/Nancy E. Fraser, Attorney-in-fact 02/07/2013

\*\* 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.**