SEC Form 4

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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(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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	nd Address of rte Greg l		2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) 181 METRO DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 11/15/2013								Officer (give title below) below)						
(Street) SAN JOSE CA			95110			4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip)													Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) Date (Month/D						Execution			Code (Transaction Di Code (Instr. 5)		A. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a)		5. Amour Securitie Beneficia Owned F	s Illy ollowing	Form:	Direct I Indirect I str. 4)	7. Nature of ndirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	ion(s)			(Instr. 4)		
	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 D if any (Month/Day)	Date, T	Fransaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisab Expiration Date (Month/Day/Year)			7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownershi Form: Iy Direct (D) or Indirec (I) (Instr. 4		Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares						
Non- Qualified Stock Option (right-to- buy)	\$57.59	11/15/2013			A		870		11/15/2013	(1)	11/14/2020	Common Stock	870	\$0.00	870		D		
Non- Qualified Stock Option (right-to- buy)	\$57.59	11/15/2013			A		13,334		11/15/2014	(2)	11/14/2020	Common Stock	13,334	\$0.00	13,334	4	D		
Restricted Stock Units	(3)	11/15/2013			A		4,094		11/15/2014	(4)	(5)	Common Stock	4,094	\$0.00	4,094		D		

Explanation of Responses:

1. This option is fully vested and exercisable.

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

3. Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued service on the board.

4. The restricted stock 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.

5. No expiration date.

Remarks:

/s/Nancy E. Fraser, Attorneyin-fact

11/15/2013

** 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.