

**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* <u>GRUDNOWSKI THOMAS</u>  (Last) (First) (Middle) 901 MARQUETTE AVENUE SUITE 3200  (Street) MINNEAPOLIS MN 55402  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP [ FIC ]</u>	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 &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2005	
	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	08/02/2005		M		85,000	A	\$9.6297	107,500	D	
Common Stock	08/02/2005		S		40,300	D	\$37.4	67,200	D	
Common Stock	08/02/2005		S		1,000	D	\$37.403	66,200	D	
Common Stock	08/02/2005		S		3,200	D	\$37.41	63,000	D	
Common Stock	08/02/2005		S		6,200	D	\$37.42	56,800	D	
Common Stock	08/02/2005		S		3,600	D	\$37.43	53,200	D	
Common Stock	08/02/2005		S		3,100	D	\$37.44	50,100	D	
Common Stock	08/02/2005		S		2,700	D	\$37.4463	47,400	D	
Common Stock	08/02/2005		S		2,000	D	\$37.448	45,400	D	
Common Stock	08/02/2005		S		2,200	D	\$37.45	43,200	D	
Common Stock	08/02/2005		S		1,500	D	\$37.454	41,700	D	
Common Stock	08/02/2005		S		2,900	D	\$37.46	38,800	D	
Common Stock	08/02/2005		S		9,000	D	\$37.47	29,800	D	
Common Stock	08/02/2005		S		3,900	D	\$37.48	25,900	D	
Common Stock	08/02/2005		S		1,000	D	\$37.49	24,900	D	
Common Stock	08/02/2005		S		2,000	D	\$37.494	22,900	D	
Common Stock	08/02/2005		S		200	D	\$37.54	22,700	D	
Common Stock	08/02/2005		S		200	D	\$37.56	22,500	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				
Non-Qualified Stock Option (right to buy)	\$9.6297	08/02/2005		M		85,000		12/02/2006 <sup>(1)</sup>	08/23/2009	Common Stock	85,000	\$0.00	542,500	D	

**Explanation of Responses:**

1. 25% of the shares vested on this date; the remaining 75% vested in equal monthly installments thereafter over three years.

**Remarks:**

/s/ Nancy E. Fraser, Attorney-  
in-fact

08/03/2005

\*\* 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.**