

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>ILL Charles L</u> <hr/> (Last) (First) (Middle) <u>901 MARQUETTE AVENUE</u> <u>SUITE 3200</u> <hr/> (Street) <u>MINNEAPOLIS MN 55402</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP [ FICO ]</u>	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) <u>EVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2011</u>	
	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	12/13/2011		M		10,000 <sup>(1)</sup>	A	(2)	18,931	D	
Common Stock	12/13/2011		F		2,645 <sup>(3)</sup>	D	\$35.99	16,286	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	(2)	12/13/2011		M		10,000 <sup>(1)</sup>		12/13/2011 <sup>(4)</sup>	(5)	Common Stock	10,000	\$0.00	10,000	D	
Restricted Stock Units	(2)	12/13/2011		A		10,000		12/13/2012 <sup>(6)</sup>	(5)	Common Stock	10,000	\$0.00	10,000	D	
Restricted Stock Units	(2)	12/13/2011		A		15,000		12/13/2012 <sup>(6)</sup>	(5)	Common Stock	15,000	\$0.00	15,000	D	
Non-Qualified Stock Option (right to buy)	\$35.99	12/13/2011		A		30,000		12/13/2012 <sup>(7)</sup>	12/12/2018	Common Stock	30,000	\$0.00	30,000	D	

**Explanation of Responses:**

- The revenue and net income targets were deemed satisfied by the Compensation Committee resulting in a partial acceleration of this RSU award.
- Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- 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. The third and fourth installments may be accelerated to vest with the first and second installments upon the satisfaction of specified revenue and net income targets.
- No expiration date.
- 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.
- This option vests in four equal annual installments commencing on this date.

**Remarks:**

/s/ Nancy E. Fraser, Attorney-in-fact 12/15/2011

\*\* 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.