

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Scadina Mark R</u>			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 X Officer (give title below) Other (specify below) <u>EVP, Gen. Counsel &amp; Sec.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>181 METRO DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN JOSE CA 95110</u>								
(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	12/13/2013		M		8,000	A	(1)	38,484.7922	D	
Common Stock	12/13/2013		M		4,000	A	(1)	42,484.7922	D	
Common Stock	12/13/2013		M		2,500	A	(2)	44,984.7922	D	
Common Stock	12/13/2013		M		3,750	A	(2)	48,734.7922	D	
Common Stock	12/13/2013		M		2,500	A	(2)	51,234.7922	D	
Common Stock	12/13/2013		F		6,261 <sup>(3)</sup>	D	\$57	44,973.7922	D	
Common Stock	12/13/2013		F		4,564 <sup>(4)</sup>	D	\$57	40,409.7922	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				
Performance Share Units	(1)	12/13/2013		M		8,000		12/13/2012 <sup>(5)</sup>	(6)	Common Stock	8,000	\$0.00	16,000	D	
Performance Share Units	(1)	12/13/2013		M		4,000		12/13/2013 <sup>(5)</sup>	(6)	Common Stock	4,000	\$0.00	12,000	D	
Restricted Stock Units	(2)	12/13/2013		M		2,500		12/13/2012 <sup>(7)</sup>	(6)	Common Stock	2,500	\$0.00	5,000	D	
Restricted Stock Units	(2)	12/13/2013		M		3,750		12/13/2012 <sup>(7)</sup>	(6)	Common Stock	3,750	\$0.00	7,500	D	
Restricted Stock Units	(2)	12/13/2013		M		2,500		12/13/2013 <sup>(7)</sup>	(6)	Common Stock	2,500	\$0.00	7,500	D	
Restricted Stock Units	(2)	12/13/2013		A		9,747		12/13/2014 <sup>(7)</sup>	(6)	Common Stock	9,747	\$0.00	9,747	D	

**Explanation of Responses:**

- Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- 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 earned performance share units.
- Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- The performance share units vest in four equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- 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.

**Remarks:**

/s/Nancy E. Fraser, Attorney-in-fact 12/16/2013

\*\* 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.

