SEC Form 4

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(b).

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 OMB APPROVAL
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1. Name and Add BATTLE A	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer
(Last) 181 METRO	(First) DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013		Officer (give title below)	Other (specify below)
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicat	
SAN JOSE	CA	95110		X	Form filed by One Re Form filed by More th	
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/01/2013		М		19,125 ⁽¹⁾	A	\$32.46	31,828 ⁽²⁾	D	
Common Stock	02/01/2013		S		18,475 ⁽³⁾	D	\$45.1488(4)	13,353 ⁽²⁾	D	
Common Stock								10,010 ⁽²⁾	I	A. George Battle 2011 Separate Property Trust
Common Stock								10,000 ⁽²⁾	I	Treehouse Vineyards LLC

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(cigi, puis, calis, marants, opholis, convertible securites)														
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)	4.5. NumberTransaction Code (instr. 8)of Derivative Securities Acquired (A) or Disposed of (D) (ins 3, 4 and 5)		vative urities uired or oosed O) (Instr.	6. Date Exerci Expiration Dat (Month/Day/Ye	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	\$32.46	02/01/2013		М			16,875	02/03/2003 ⁽⁵⁾	02/03/2013	Common Stock	16,875	\$0.00	0	D	
Non- Qualified Stock Option	\$32.46	02/01/2013		М			2,250	02/03/2003 ⁽⁵⁾	02/03/2013	Common Stock	2,250	\$0.00	0	D	

Explanation of Responses:

1. Exercised pursuant to insider's 10b5-1 plan.

2. Mr. Battle's direct and indirect holdings on this filing have been reduced by 12,388 shares from his last ownership reporting as he relinquished control over his adult children's shares he had disclaimed beneficial ownership in for purposes of Section 16 or any other purpose. Further, since his last filing, Mr. Battle has transferred certain holdings as indicated on this filing to his Trust and to an LLC he owns in part.

3. Sold pursuant to insider's 10b5-1 plan.

4. This transaction was executed in multiple trades at prices ranging from \$45.00 to \$45.32. 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.

5. This option vested in full upon the date of grant.

Remarks:

Nancy E. Fraser, Attorney-infact

02/04/2013

** 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.