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

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SAN JOSE	CA	95110		X	Form filed by One Re Form filed by More the Person		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group Filir		
(Last) 181 METRO	(First) DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2013		below) below) Sr. Vice President		
1. Name and Ad	dress of Reporting I CHARD	Person*	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]		tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specif	

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. Transa Code (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 (Instr. 4)	
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/05/2013		М		9,081	A	\$35.5	43,543	D	
Common Stock	03/05/2013		М		25,001	A	\$41.74	68,544	D	
Common Stock	03/05/2013		S		34,082	D	\$44.9916 ⁽¹⁾	34,462	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. Transa Code (8)				6. Date Exercia Expiration Dat (Month/Day/Ye	te	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)	\$35.5	03/05/2013		М			9,081	11/17/2004 ⁽²⁾	11/16/2013	Common Stock	9,081	\$0.00	0	D	
Non- Qualified Stock Option (right to buy)	\$41.74	03/05/2013		М			25,001	12/18/2007 ⁽²⁾	12/17/2013	Common Stock	25,001	\$0.00	0	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$44.50 to \$45.28. 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. 2. This option vests in four equal annual installments commencing on this date.

Remarks:

/s/Nancy E. Fraser, Attorney-in-03/05/2013

fact

** 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.