SEC Form 4

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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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	Estimated average burde	en	
	hours per response:	0.5	

			or becault bo(if) of the investment bompany rise of 1540			
1. Name and Addres EDUCATE E	1 8)* 	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FIC]		tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner
(Last) (First) (Middle) 901 MARQUETTE AVENUE SUITE 3200		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2005	X	Officer (give title below) Vice Presid	Other (specify below) ent
(Street) MINNEAPOLIS (City)	MN (State)	55402 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5)		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)		Beneficial
Common Stock	08/24/2005		М		25,312	A	\$12.8148	34,550.7481	D	
Common Stock	08/24/2005		М		25,311	A	\$18.0741	59,861.7481	D	
Common Stock	08/24/2005		S		10,700	D	\$39.25	49,161.7481	D	
Common Stock	08/24/2005		S		2,300	D	\$39.26	46,861.7481	D	
Common Stock	08/24/2005		S		1,600	D	\$39.27	45,261.7481	D	
Common Stock	08/24/2005		S		8,500	D	\$39.29	36,761.7481	D	
Common Stock	08/24/2005		S		3,500	D	\$39.32	33,261.7481	D	
Common Stock	08/24/2005		S		8,500	D	\$39.35	24,761.7481	D	
Common Stock	08/24/2005		S		1,800	D	\$39.36	22,961.7481	D	
Common Stock	08/24/2005		S		1,723	D	\$39.38	21,238.7481	D	
Common Stock	08/24/2005		S		3,100	D	\$39.39	18,138.7481	D	
Common Stock	08/24/2005		S		4,100	D	\$39.4	14,038.7481	D	
Common Stock	08/24/2005		S		3,200	D	\$39.41	10,838.7481	D	
Common Stock	08/24/2005		S		500	D	\$39.43	10,338.7481	D	
Common Stock	08/24/2005		S		100	D	\$39.44	10,238.7481	D	
Common Stock	08/24/2005		S		600	D	\$39.46	9,638.7481	D	
Common Stock	08/24/2005		S		100	D	\$39.48	9,538.7481	D	
Common Stock	08/24/2005		S		100	D	\$ <mark>39.5</mark> 1	9,438.7481	D	
Common Stock	08/24/2005		s		200	D	\$39.54	9,238.7481	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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		nd 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)	\$12.8148	08/24/2005		М			25,312	06/26/2001 ⁽¹⁾	06/26/2010	Common Stock	25,312	\$0.00	0	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)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		e and 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)	\$18.0741	08/24/2005		М			25,311	04/24/2002 ⁽¹⁾	04/24/2011	Common Stock	25,311	\$0.00	0	D	

Explanation of Responses:

1. This option vests in four equal annual installments commencing on this date.

Remarks:

	<u>'s/</u>	Nancy	<u>y E.</u>	<u>Fraser</u> ,	<u>Attorney</u>	7-
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<u>in-fact</u>

08/25/2005

** 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.