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 OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

1. Name and Addres	1 0	ı*	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [ FICO ]		tionship of Reporting Pe all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
(Last) 901 MARQUET SUITE 3200	(First) FE AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2010		below) Sr. Vice Pre	below) esident
(Street) MINNEAPOLIS (City)	MN (State)	55402 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applica Form filed by One Reporting Person 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)		4. Securities Acquired (A) or 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 (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	08/24/2010		М		1,875	Α	(1)	27,215	D	
Common Stock	08/24/2010		F		613 <sup>(2)</sup>	D	\$22.17	26,602	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 Deri Sect Acq (A) ( Disp of (I	oosed D) tr. 3, 4	Expiration Date (Month/Day/Year)		e Amount of ar) Securities		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	(1)	08/24/2010		М			1,875	08/24/2010 <sup>(3)</sup>	(4)	Common Stock	1,875	\$0.00	5,625	D	

#### Explanation of Responses:

1. Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

2. Shares withheld by Company for payment of taxes due at vesting from restricted stock units.

3. 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.

4. No expiration date.

Remarks:

<u>/s/ Nancy E. Fraser, Attorney-</u> <u>in-fact</u> 08/25/2010

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.