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

	O W L								
OMB Number:	3235-0287								
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OMB APPROVAL

1. Name and Addres Jennings And	1 0	n*	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [ FICO ]		tionship of Reporting Per all applicable) Director	10% Owner
(Last) 901 MARQUET SUITE 3200	1 MARQUETTE AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 07/08/2011	X	Officer (give title below) Sr. Vice Pres	Other (specify below) sident
(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 Filin Form filed by One Rep Form filed by More tha Person	orting Person

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

Table 1- Non-Derivative Securities Acquired, Disposed 01, 01 Denencially 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	07/08/2011		М		2,500	A	(1)	17,672.9923	I	The 2010 Jennings Family Revocable Trust	
Common Stock	07/08/2011		F		917 <sup>(2)</sup>	D	\$30.53	16,755.9923 <sup>(3)</sup>	<b>I</b> <sup>(4)</sup>	The 2010 Jennings Family Revocable Trust	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owne	d
(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 Sec Acq (A) ( Disp of (I	oosed D) tr. 3, 4	Expiration Date (Month/Day/Year) sed 3, 4			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	07/08/2011		М			2,500	07/08/2009 <sup>(5)</sup>	(6)	Common Stock	2,500	\$0.00	2,500	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. Common stock holdings include ESPP reinvested dividends

4. .9923 shares are held Direct in Reporting Person's ESPP account.

5. 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.

6. No expiration date.

### **Remarks:**

#### /s/ Nancy E. Fraser, Attorney-07/11/2011 in-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.