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 hours per response: 0.5

1	ddress of Reporting P	erson [*]	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
AYLOR	MARGARET		[110]	X	Director	10% Owner							
				-	Officer (give title	Other (specify							
(Last) 901 MARQ	(First) UETTE AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2009		below)	below)							
SUITE 3200			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable									
			-	Line)	ig (Check Applicable								
(Street)				X	Form filed by One Re	porting Person							
MINNEAPO	OLIS MN	55402	_		Form filed by More th Person	an One Reporting							
(City)	(State)	(Zip)											

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

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities / Disposed Of (Securities Beneficially	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)		(1150.4)
Common Stock	08/10/2009		М		17,250	A	\$13.3889	29,250	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 Seci Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 13.3889	08/10/2009		М			17,250	02/01/2001 ⁽¹⁾	02/01/2010	Common Stock	17,250	\$0.00	0	D	

Explanation of Responses:

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

Remarks:

/s/ Nancy E. Fraser, Attorney-

08/12/2009

** Signature of Reporting Person Date

in-fact

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.