SEC Form 4

Π

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. Name and Addres <u>Rey David A</u>	s of Reporting Per	rson*	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) 901 MARQUET	(First) TE AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2011		Officer (give title below)	Other (specify below)		
SUITE 3200			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) MINNEAPOLIS	MN	55402		x	Form filed by One Rep Form filed by More that Person	U U		
(City)	(State)	(Zip)						
		Table I - Non-Deriv	ative Securities Acquired Disposed of or Benefi	cially	Owned			

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

		-		-	-		-			
. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction Code (Instr.		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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(-3),,,														
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)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	es ed ed nstr.	6. Date Exerci Expiration Dat (Month/Day/Ye	e	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)	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)	\$ 23.59	10/06/2011	10/06/2011	М		30,000		10/06/2012 ⁽¹⁾	10/05/2021	Common Stock	30,000	\$0.00	30,000	D	

Explanation of Responses:

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

Remarks:

/s/ Nancy E. Fraser, Attorney-10/07/2011 in-fact

** 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.