

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>Jennings Andrew</u>  (Last) (First) (Middle) 181 METRO DRIVE  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP [ FICO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Sr. Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/31/2013		M		15,000	A	\$35.5	38,023.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	05/31/2013		M		10,000	A	\$32.01	48,023.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	05/31/2013		M		12,500	A	\$41.74	60,523.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	05/31/2013		M		1,890	A	\$34.26	62,413.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	05/31/2013		S		39,390	D	\$49.5065 <sup>(1)</sup>	23,023.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	05/31/2013		S		11,583	D	\$49.38 <sup>(2)</sup>	11,440.9952	I	The 2010 Jennings Family Revocable Trust
Common Stock	06/03/2013		S		100	D	\$49.25	11,341.0006 <sup>(3)</sup>	I	The 2010 Jennings Family Revocable Trust

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 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)
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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)	Code	V	4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	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)	
						(A)	(D)								
Non-Qualified Stock Option (right to buy)	\$35.5	05/31/2013		M			15,000	11/17/2004 <sup>(4)</sup>	11/16/2013	Common Stock	15,000	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$32.01	05/31/2013		M			10,000	11/15/2005 <sup>(4)</sup>	11/14/2014	Common Stock	10,000	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$41.74	05/31/2013		M			12,500	12/18/2007 <sup>(4)</sup>	12/17/2013	Common Stock	12,500	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$34.26	05/31/2013		M			1,890	12/18/2008 <sup>(4)</sup>	12/17/2014	Common Stock	1,890	\$0.00	18,110	D	

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$49.50 to \$49.60. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
2. This transaction was executed in multiple trades at prices ranging from \$49.25 to \$49.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
3. Common stock holdings include ESPP reinvested dividends.
4. This option vests in four equal annual installments commencing on this date.

**Remarks:**

/s/Nancy E. Fraser, Attorney-in-fact 06/03/2013

\*\* 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.