

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 | |
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|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Scadina Mark R</u> | | | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Gen. Counsel & Sec.</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2013</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 181 METRO DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>SAN JOSE CA 95110</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 05/09/2013 | | M | | 7,010 | A | \$37.18 | 45,401.3466 | D | |
| Common Stock | 05/09/2013 | | S | | 7,010 | D | \$48.3 | 38,391.3466 | D | |
| Common Stock | 05/10/2013 | | M | | 10,200 | A | \$37.18 | 48,591.3466 | D | |
| Common Stock | 05/10/2013 | | S | | 10,200 | D | \$48.94 ⁽¹⁾ | 38,391.3466 | D | |
| Common Stock | 05/10/2013 | | M | | 857 | A | \$14.16 | 39,248.3466 | D | |
| Common Stock | 05/10/2013 | | S | | 857 | D | \$48.9 ⁽²⁾ | 38,392.6624 ⁽³⁾ | 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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Non-Qualified Stock Option (right to buy) | \$37.18 | 05/09/2013 | | M | | 7,010 | | 06/11/2008 ⁽⁴⁾ | 06/10/2014 | Common Stock 7,010 | \$0.00 | 87,990 | D | |
| Non-Qualified Stock Option (right to buy) | \$37.18 | 05/10/2013 | | M | | 10,200 | | 06/11/2008 ⁽⁴⁾ | 06/10/2014 | Common Stock 10,200 | \$0.00 | 77,790 | D | |
| Non-Qualified Stock Option (right to buy) | \$14.16 | 05/10/2013 | | M | | 857 | | 12/18/2009 ⁽⁴⁾ | 12/17/2013 | Common Stock 857 | \$0.00 | 7,893 | D | |

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$48.76 to \$49.14. 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.
- This transaction was executed in multiple trades at prices ranging from \$48.90 to \$48.91. 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.
- Common stock holdings include ESPP reinvested dividends.
- This option vests in four equal annual installments commencing on this date.

Remarks:

/s/Nancy E. Fraser, Attorney-in-fact 05/13/2013

** 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.