

FAIR ISAAC CORP
Form 3
May 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|---|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| KALUSTIAN JAMES M | | | (Month/Day/Year) | | FAIR ISAAC CORP [FIC] | |
| (Last) | (First) | (Middle) | 05/04/2006 | | | |
| 901 MARQUETTE AVE., SUITE 3200 | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| MINNEAPOLIS, MN 55402 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | |
| No non-derivative securities owned | | | 0 | | D | |

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|---|
| No non-derivative securities owned | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|---------------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 12/20/2006 ⁽¹⁾ | 12/19/2012 | Common Stock | 20,000 | \$ 43.58 | D | Â |
| Non-Qualified Stock Option (right to buy) | 06/09/2006 ⁽²⁾ | 06/08/2015 | Common Stock | 10,000 | \$ 35.59 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/10/2005 ⁽³⁾ | 11/14/2014 | Common Stock | 26,500 | \$ 32.01 | D | Â |
| Incentive Stock Option (right to buy) | 01/01/2001 ⁽⁴⁾ | 08/10/2006 | Common Stock | 106 | \$ 83.74 | D | Â |
| Incentive Stock Option (right to buy) | 02/08/2002 ⁽⁵⁾ | 02/08/2009 | Common Stock | 4,180 | \$ 40.56 | D | Â |
| Incentive Stock Option (right to buy) | 01/17/2004 ⁽⁶⁾ | 07/17/2007 | Common Stock | 4,932 | \$ 12.45 | D | Â |
| Incentive Stock Option (right to buy) | 02/08/2002 ⁽⁵⁾ | 02/08/2009 | Common Stock | 12,540 | \$ 40.56 | D | Â |
| Incentive Stock Option (right to buy) | 01/30/2005 ⁽⁷⁾ | 07/30/2008 | Common Stock | 4,180 | \$ 35.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KALUSTIAN JAMES M 901 MARQUETTE AVE. SUITE 3200 MINNEAPOLIS, MN 55402 | Â | Â | Â Vice President | Â |

Signatures

/s/ Nancy E. Fraser,
Attorney-in-fact

05/12/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This option vests in four equal installments commencing on December 20, 2006.
- (2) This option vests in four equal installments commencing on June 9, 2006.
- (3) This option vests in four equal installments commencing on November 10, 2005.
- (4) This option vests in three equal installments commencing on January 1, 2001.
- (5) This option vests in five equal installments commencing on February 8, 2002.
- (6) This option vests in four equal installments commencing on January 17, 2004.

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(7) This option vests in four equal installments commencing on January 30, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.