

DEAL RICHARD
Form 4
August 28, 2012

FORM 4

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

OMB APPROVAL

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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 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 *
DEAL RICHARD

(Last) (First) (Middle)

901 MARQUETTE AVENUE, SUITE 3200

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FAIR ISAAC CORP [FICO]

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Sr. Vice President

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 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 or Price | | |
| Common Stock | 08/24/2012 | | M | | 1,875 A <u>(1)</u> | 20,696 | D |
| Common Stock | 08/24/2012 | | F | | 800 <u>(2)</u> D \$ 43.54 | 19,896 | D |
| Common Stock | 08/28/2012 | | M | | 6,447 A \$ 28.75 | 26,343 | D |
| Common Stock | 08/28/2012 | | M | | 17,254 A \$ 32.01 | 43,597 | D |
| Common Stock | 08/28/2012 | | S | | 23,701 D \$ 44.06 <u>(3)</u> | 19,896 | D |

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | (1) | 08/24/2012 | | M | 1,875 | 08/24/2010 ⁽⁴⁾ ⁽⁵⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.75 | 08/28/2012 | | M | 6,447 | 08/02/2005 ⁽⁶⁾ 08/01/2014 | Common Stock |
| Non Qualified Stock Option (right to buy) | \$ 32.01 | 08/28/2012 | | M | 17,254 | 11/15/2005 ⁽⁶⁾ 11/14/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEAL RICHARD 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402 | | | Sr. Vice President | |

Signatures

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

08/28/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

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- (2) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.

This transaction was executed in multiple trades at prices ranging from \$43.43 to \$44.38. 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) The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (4) No expiration date.
- (5) This option vests in four equal annual installments commencing on this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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