

Jennings Andrew  
Form 4  
December 14, 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 \*  
Jennings Andrew

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
901 MARQUETTE AVENUE, SUITE 3200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President

MINNEAPOLIS, MN 55402

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

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

(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                    | 12/13/2012                           |  | M                              |   | 3,334 A \$ 19,356.9952  | I  | The 2010 Jennings Family Revocable Trust              |
| Common Stock                    | 12/13/2012                           |  | F                              |   | 1,556 (2) D \$ 41.89 17,800.9952  | I  | The 2010 Jennings Family Revocable Trust              |
| Common Stock                    | 12/13/2012                           |  | M                              |   | 4,166 (3) A \$ 21,966.9952  | I  | The 2010 Jennings                                     |

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|              |            |   |              |   |             |             |   |  |
|--------------|------------|---|--------------|---|-------------|-------------|---|--|
| Common Stock | 12/13/2012 | M | 1,042        | A | (4)         | 23,008.9952 | I | Family Revocable Trust                   |
| Common Stock | 12/13/2012 | M | 2,500        | A | (4)         | 25,508.9952 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2012 | F | 3,597<br>(5) | D | \$<br>41.89 | 21,911.9952 | I | The 2010 Jennings Family Revocable Trust |

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

**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.**

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(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 (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Performance Share Units                    | (1)  | 12/13/2012                           |  | M                              | 3,334   | 12/13/2012(6)  | (7)                                      | Common Stock |
| Restricted Stock Units                     | (4)  | 12/13/2012                           |  | M                              | 4,166   | 12/13/2011(8)  | (7)                                      | Common Stock |
| Restricted Stock Units                     | (4)  | 12/13/2012                           |  | M                              | 1,042   | 12/13/2012(8)  | (7)                                      | Common Stock |
| Restricted Stock Units                     | (4)  | 12/13/2012                           |  | M                              | 2,500   | 12/13/2012(8)  | (7)                                      | Common Stock |
| Restricted                                 | (4)  | 12/13/2012                           |  | A                              | 3,333   | 12/13/2013(8)  | (7)                                      | Common       |

Stock Units

Stock

Non-Qualified

|                                |          |            |   |        |                           |            |                |
|--------------------------------|----------|------------|---|--------|---------------------------|------------|----------------|
| Stock Option<br>(right to buy) | \$ 41.89 | 12/13/2012 | A | 10,001 | 12/13/2013 <sup>(9)</sup> | 12/12/2019 | Commo<br>Stock |
|--------------------------------|----------|------------|---|--------|---------------------------|------------|----------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Jennings Andrew<br>901 MARQUETTE AVENUE<br>SUITE 3200<br>MINNEAPOLIS, MN 55402 |               |           | Sr. Vice President |       |

## Signatures

|   |            |
|---|------------|
| /s/Nancy E. Fraser,<br>Attorney-in-fact | 12/14/2012 |
|---|------------|

\*\*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 earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (2) Shares withheld by Company for payment of taxes due at vesting from earned performance share units.
- (3) The revenue and net income targets were deemed satisfied by the Compensation Committee resulting in acceleration of the remainder of this RSU award.
- (4) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (5) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- (6) The performance share units will vest in four equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- (7) No expiration date.
- (8) 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.
- (9) 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. 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.