

FAIR ISAAC CORP
Form 4
December 17, 2013

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 *
Wells Stuart

(Last) (First) (Middle)
181 METRO DRIVE
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2013

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)
Executive 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	(A) or (D)	Price
Common Stock	12/13/2013		M		6,000	A	11
Common Stock	12/13/2013		M		4,000	A	11
Common Stock	12/13/2013		M		2,500	A	12
Common Stock	12/13/2013		F		5,217 (3)	D	\$ 57
Common Stock	12/13/2013		F		1,304 (4)	D	\$ 57

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Common Stock	12/13/2013	M	7,500	A	\$ 41.89	13,479	D
Common Stock	12/13/2013	M	31,251	A	\$ 43.05	44,730	D
Common Stock	12/13/2013	S	38,751	D	\$ <u>57.1909</u> <u>(5)</u>	5,979	D

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

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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)
					V	(A) (D)		
Performance Share Units	(1)	12/13/2013		M		6,000	12/13/2012(6) (7)	Common Stock
Performance Share Units	(1)	12/13/2013		M		4,000	12/13/2013(6) (7)	Common Stock
Restricted Stock Units	(2)	12/13/2013		M		2,500	12/13/2013(8) (7)	Common Stock
Restricted Stock Units	(2)	12/13/2013		A	9,747		12/13/2014(8) (7)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.89	12/13/2013		M		7,500	12/13/2013(9) 12/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 43.05	12/13/2013		M		31,251	04/25/2013(9) 04/24/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Wells Stuart
181 METRO DRIVE
SAN JOSE, CA 95110

Executive Vice President

Signatures

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

12/16/2013

__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) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (3) Shares withheld by Company for payment of taxes due at vesting from earned performance share units.
- (4) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.

(5) This transaction was executed in multiple trades at prices ranging from \$57.00 to \$57.64. 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.

(6) The performance share units 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.

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