

KERR DEBORAH
Form 4
December 20, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
KERR DEBORAH

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)
12/16/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CTO

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 | 12/16/2010 | 12/16/2010 | S | 3,913 D \$ 24.1521 (1) | 0 | D | |
| Common Stock | 12/16/2010 | 12/16/2010 | M | 19,210 A \$ 13.22 | 19,210 | D | |
| Common Stock | 12/16/2010 | 12/16/2010 | S | 19,210 D \$ 24.0927 (2) | 0 | D | |
| Common Stock | 12/17/2010 | 12/17/2010 | M | 12,690 A \$ 13.22 | 12,690 | D | |
| | 12/17/2010 | 12/17/2010 | S | 10,790 D | 1,900 | I | |

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| | | | | | | | | | | |
|--------------|------------|------------|---|-------|------------|-----------------------------|-------|------------|--|---|
| Common Stock | | | | | | \$ 24.0028 <u>(3)</u> | | | The Kerr Trust dtd 10/01/2007 Alan L. Kerr TTEE Deborah L. Kerr TTEE | |
| Common Stock | 12/18/2010 | 12/18/2010 | M | 1,459 | A | <u>(4)</u> | 3,359 | <u>(5)</u> | D | |
| Common Stock | 12/18/2010 | 12/18/2010 | F | 535 | <u>(6)</u> | D | \$ 24 | 2,824 | <u>(5)</u> | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Non-Qualified Stock Option (right to buy) | \$ 13.22 | 12/16/2010 | 12/16/2010 | M | 19,210 | 02/02/2010 ⁽⁷⁾ | 02/01/2016 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 13.22 | 12/17/2010 | 12/17/2010 | M | 12,690 | 02/02/2010 ⁽⁷⁾ | 02/01/2016 | Common Stock | |
| Restricted Stock Units | <u>(4)</u> | 12/18/2010 | 12/18/2010 | M | 1,459 | 12/18/2010 ⁽⁸⁾ | <u>(9)</u> | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| KERR DEBORAH | | | EVP & CTO | |

901 MARQUETTE AVENUE
SUITE 3200
MINNEAPOLIS, MN 55402

Signatures

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

12/20/2010

**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) This transaction was executed in multiple trades at prices ranging from \$24.09 to \$24.2105. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.25. 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) This transaction was executed in multiple trades at prices ranging from \$23.96 to \$24.04. 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.

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

(5) 1900 of these shares are held by The Kerr Trust.

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

(7) This option vests in four equal annual installments commencing on this 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) No expiration 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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