

Jennings Andrew
Form 4
December 15, 2011

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

(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)
12/13/2011

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 (A) or (D) Price | | | | | |
| Common Stock | 12/13/2011 | | M | | 4,167 (1) | A | (2) | 22,110.9923 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2011 | | F | | 1,528 (3) | D | \$ 35.99 | 20,582.9932 (4) | I | The 2010 Jennings Family Revocable Trust |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Restricted Stock Units | (2) | 12/13/2011 | | M | 4,167 (1) | 12/13/2011(5) | Common Stock |
| Restricted Stock Units | (2) | 12/13/2011 | | A | 4,166 | 12/13/2012(7) | Common Stock |
| Restricted Stock Units | (2) | 12/13/2011 | | A | 10,000 | 12/13/2012(7) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 35.99 | 12/13/2011 | | A | 12,502 | 12/13/2012(8) 12/12/2018 | Common Stock |

Reporting Owners

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

Signatures

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

12/15/2011

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) The revenue and net income targets were deemed satisfied by the Compensation Committee resulting in a partial acceleration of this RSU award.

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- (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 restricted stock units.
- (4) .9932 shares are held Direct in Reporting Person's ESPP account.

The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the

- (5) reporting person as soon as practicable thereafter. The third and fourth installments may be accelerated to vest with the first and second installments upon the satisfaction of specified revenue and net income targets.
- (6) No expiration date.
- (7) 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.
- (8) 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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