

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 (5)	D	\$ 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	\$ 41.89	12/13/2012	A	10,001	12/13/2013 ⁽⁹⁾	12/12/2019	Commo Stock
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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	12/14/2012
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**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.