Pung Michael J
Form 4
August 28, 2012

FORM 4

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pung Michael J

(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)
08/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/24/2012		M		1,125	A	(1)	15,731.6777	D	
Common Stock	08/24/2012		F		480 (2)	D	$ 43.54	15,251.6777	D	
Common Stock	08/24/2012		M		3,436	A	$ 23.84	18,687.6777	D	
Common Stock	08/24/2012		M		1,455	A	$ 43.58	20,142.6777	D	
Common Stock	08/24/2012		M		6,250	A	$ 41.74	26,392.6777	D	

Common Stock	08/24/2012		M	6,250	A	$ 34.26	32,642.6777	D
Common Stock	08/24/2012		M	7,500	A	$ 14.16	40,142.6777	D
Common Stock	08/24/2012		M	5,000	A	$ 20.31	45,142.6777	D
Common Stock	08/24/2012		S	29,891	D	$ 43.6708 (3)	15,251.6777	D
Common Stock	08/27/2012		M	21,564	A	$ 23.84	36,815.6777	D
Common Stock	08/27/2012		S	21,564	D	$ 43.478 (4)	15,251.6777	D

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

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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 Ar Underlying Se (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	08/24/2012		M			1,125	08/24/2010 (5)	(6)	Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 23.84	08/24/2012		M			3,436	11/18/2011 (7)	11/17/2017	Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 43.58	08/24/2012		M			1,455	12/20/2006 (7)	12/19/2012	Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 41.74	08/24/2012		M			6,250	12/18/2007 (7)	12/17/2013	Common Stock
	$ 34.26	08/24/2012		M			6,250	12/18/2008 (7)	12/17/2014	

Non-Qualified Stock Optin (Right to buy)							Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 14.16	08/24/2012	M	7,500	12/18/2009[7]	12/17/2015	Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 20.31	08/24/2012	M	5,000	12/18/2010[7]	12/17/2016	Common Stock
Non-Qualified Stock Optin (Right to buy)	$ 23.84	08/27/2012	M	21,564	11/18/2011[7]	11/17/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pung Michael J 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402			EVP & CFO	

Signatures

/s/Nancy E. Fraser, Attorney-in-fact	08/28/2012
**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 restricted stock 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 restricted stock units.

(3) This transaction was executed in multiple trades at prices ranging from $43.65 to $43.8601. 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) This transaction was executed in multiple trades at prices ranging from $43.37 to $43.61. 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.

(5) 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.

(6) No expiration date.

(7) 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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