

DEAL RICHARD
Form 4
December 14, 2012

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 *
DEAL RICHARD

(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)
12/13/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/13/2012 | | M | | 6,667 A (1) | 26,563 | D |
| Common Stock | 12/13/2012 | | F | | 2,846 (2) D \$ 41.89 | 23,717 | D |
| Common Stock | 12/13/2012 | | M | | 8,333 (3) A (4) | 32,050 | D |
| Common Stock | 12/13/2012 | | M | | 2,500 A (4) | 34,550 | D |
| Common Stock | 12/13/2012 | | M | | 2,084 A (4) | 36,634 | D |

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Common Stock 12/13/2012 F 5,514 (5) D \$ 41.89 31,120 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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Share Units ⁽¹⁾ | <u>(1)</u> | 12/13/2012 | | M | | 6,667 | | 12/13/2012 ⁽⁶⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 12/13/2012 | | M | | 8,333 | | 12/13/2011 ⁽⁸⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 12/13/2012 | | M | | 2,500 | | 12/13/2012 ⁽⁸⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 12/13/2012 | | M | | 2,084 | | 12/13/2012 ⁽⁸⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 12/13/2012 | | A | | 10,000 | | 12/13/2013 ⁽⁸⁾ | ⁽⁷⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 41.89 | 12/13/2012 | | A | | 30,000 | | 12/13/2013 ⁽⁹⁾ | 12/12/2019 | Common Stock |

Reporting Owners

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

Signatures

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

12/14/2012

__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 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.

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