

FAIR ISAAC CORP
Form 4
April 30, 2014

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 *
Pung Michael J

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)
181 METRO DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2014

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

SAN JOSE, CA 95110

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	(D)	Price
Common Stock	04/29/2014		M		10,486	A	\$ 23.84
Common Stock	04/29/2014		M		2,500	A	\$ 20.31
Common Stock	04/29/2014		S		12,986	D	\$ 57.8637 (1)
Common Stock	04/30/2014		M		14,514	A	\$ 23.84
Common Stock	04/30/2014		M		7,500	A	\$ 41.89

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Common Stock	04/30/2014	M	6,250	A	\$ 35.99	76,478.6853	D
Common Stock	04/30/2014	S	28,264	D	\$ 56.842 (2)	48,214.6878 (3)	D

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.84	04/29/2014		M	10,486	11/18/2011 ⁽⁴⁾ 11/17/2017	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.31	04/29/2014		M	2,500	12/18/2010 ⁽⁴⁾ 12/17/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.84	04/30/2014		M	14,514	11/18/2011 ⁽⁴⁾ 11/17/2017	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 41.89	04/30/2014		M	7,500	12/13/2013 ⁽⁴⁾ 12/12/2019	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 35.99	04/30/2014		M	6,250	12/13/2012 ⁽⁴⁾ 12/12/2018	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				EVP & CFO

Pung Michael J
181 METRO DRIVE
SAN JOSE, CA 95110

Signatures

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

04/30/2014

__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 \$57.75 to \$58.25. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$56.57 to \$57.06. 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) Includes reinvested dividends from ESPP plan.

(4) 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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