

FAIR ISAAC CORP
Form 4
December 16, 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 *
Jennings Andrew

(Last) (First) (Middle)
181 METRO DRIVE
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FAIR ISAAC CORP [FICO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2014

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	12/13/2014		M		1,041	A	16,889.9969	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014		M		2,500	A	19,389.9969	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014		M		833	A	20,222.9969	The 2010 Jennings

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Common Stock	12/13/2014	M	727	A	(1)	20,949.9969	I	Family Revocable Trust
Common Stock	12/13/2014	M	3,334	A	(2)	24,283.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	1,334	A	(2)	25,617.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	1,939	A	(2)	27,556.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	891	A	(3)	28,447.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	F	4,731 (4)	D	\$	23,716.9983 71.16 (5)	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Restricted Stock Units	(1)	12/13/2014	M	1,041	12/13/2012(6)	(7)	Common Stock	1,041
Restricted Stock Units	(1)	12/13/2014	M	2,500	12/13/2012(6)	(7)	Common Stock	2,500
Restricted Stock Units	(1)	12/13/2014	M	833	12/13/2013(6)	(7)	Common Stock	833
Restricted Stock Units	(1)	12/13/2014	M	727	12/13/2014(6)	(7)	Common Stock	727
Performance Share Units	(2)	12/13/2014	M	3,334	12/13/2012(8)	(7)	Common Stock	3,334
Performance Share Units	(2)	12/13/2014	M	1,334	12/13/2013(8)	(7)	Common Stock	1,334
Performance Share Units	(2)	12/13/2014	M	1,939	12/13/2014(9)	(7)	Common Stock	1,939
Market Share Units	(3)	12/13/2014	M	891	12/13/2014	(7)	Common Stock	891

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jennings Andrew 181 METRO DRIVE SAN JOSE, CA 95110			Sr. Vice President	

Signatures

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

12/16/2014

__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) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

(2) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

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- (3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (4) Shares withheld by Company for payment of taxes due at vesting from restricted stock units, earned performance share units and earned market share units.
- (5) Common stock holdings include ESPP reinvested dividends.
- (6) 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.
- (7) No expiration date.
- (8) The performance share units 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.
- (9) The performance share units vest in three 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.

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.