Edgar Filing: FAIR ISAAC CORP - Form 4

EAD ISAAC CODD

Form 4	CORF										
December 20	, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL				
	UNITEL) STATES		hington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	er				Expires:	January 31 2005					
subject to Section 10 Form 4 or	6.			NERSHIP OF	Estimated average burden hours per response						
Form 5 obligatior may conti <i>See</i> Instru 1(b).	^{1s} Section 17										
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Gordon 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)			
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SAN JOSE,	CA 95110							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		r) Execution any						Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/18/2013			М	625	А	<u>(1)</u>	15,104	D		
Common Stock	12/18/2013			F	299 <u>(2)</u>	D	\$ 60.13	14,805	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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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. Transacti Code (Instr. 8)	5. Number onof 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 Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/18/2013		М	625	12/18/2010 <u>(3)</u>	<u>(4)</u>	Common Stock	625	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gordon Michael J 181 METRO DRIVE SAN JOSE, CA 95110			Executive Vice President				
Signatures							
/s/Nancy E. Fraser, Attorney-in-fact		12/19/2013					
<u>**</u> 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) 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.
- (4) No expiration 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.