

Scadina Mark R
Form 4
December 15, 2011

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 *
Scadina Mark R

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)
901 MARQUETTE AVENUE, SUITE 3200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Gen. Counsel & Sec.

MINNEAPOLIS, MN 55402

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 or (D) Price		
Common Stock	12/13/2011		M		10,000 (1)	A	46,244.1562 D
Common Stock	12/13/2011		F		3,668 (3)	D	\$ 42,577.476 (4) D 35.99

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

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installments upon the satisfaction of specified revenue and net income targets.

- (6) No expiration date.
- (7) 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.
- (8) 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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