

FAIR ISAAC CORP
Form 4
February 20, 2015

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)
02/19/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/19/2015 | | M | 9,375 A \$ 20.31 | 33,091.9983 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 02/19/2015 | | M | 12,500 A \$ 24.03 | 45,591.9983 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 02/19/2015 | | M | 6,251 A \$ 35.99 | 51,842.9983 | I | The 2010 Jennings |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------------------|--------------------|---|--|
| Common Stock | 02/19/2015 | | M | 5,001 | A | \$ 41.89 | 56,843.9983 | I | Family Revocable Trust The 2010 Jennings Family Revocable Trust |
| Common Stock | 02/19/2015 | | S | 33,127 | D | \$ 81.8008 (1) | 23,716.9986 (2) | 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 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) | \$ 20.31 | 02/19/2015 | | M | 9,375 | 12/18/2010 ⁽³⁾ 12/17/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 24.03 | 02/19/2015 | | M | 12,500 | 12/13/2011 ⁽³⁾ 12/12/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 35.99 | 02/19/2015 | | M | 6,251 | 12/13/2012 ⁽³⁾ 12/12/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 41.89 | 02/19/2015 | | M | 5,001 | 12/13/2013 ⁽³⁾ 12/12/2019 | Common Stock |

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

02/20/2015

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).

This transaction was executed in multiple trades at prices ranging from \$81.72 to \$82.11. 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) Common stock holdings include ESPP reinvested dividends.

(3) 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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