ILL Charles L Form 4 February 17, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Expires: 2005 Estimated average

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per response... 0.5

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ILL Charles L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

FAIR ISAAC CORP [FICO]

(Check all applicable)

901 MARQUETTE

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 02/15/2012

Director 10% Owner

EVP

AVENUE, SUITE 3200

X_ Officer (give title Other (specify below) below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Zip)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55402

(City)	(State)	(Zip) Table	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or I		(A) or		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)
Common Stock	02/15/2012		M	7,500 (1)	A	<u>(2)</u>	31,373	D	
Common Stock	02/15/2012		F	1,983 (3)	D	\$ 38.98	29,390	D	

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

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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 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	02/15/2012		M	7,500 (1)	02/15/2012(4)	(5)	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
·r·	Director	10% Owner	Officer	Other		
ILL Charles L						
901 MARQUETTE AVENUE			EVP			
SUITE 3200			EVF			
MINNEAPOLIS MN 55402						

Signatures

/s/Nancy E. Fraser, Attorney-in-fact 02/17/2012

**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) The revenue and net income targets were deemed satisfied by the Compensation Committee resulting in a partial acceleration of this RSU award.
- (2) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (3) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- 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. The third and fourth installments may be accelerated to vest with the first and second installments upon the satisfaction of specified revenue and net income targets.
- (5) 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.

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