

Pung Michael J
Form 4
August 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Pung Michael J

(Last) (First) (Middle)
901 MARQUETTE AVENUE, SUITE 3200
(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

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)
EVP & CFO

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 | 08/24/2012 | | M | | 1,125 | A | 11 |
| Common Stock | 08/24/2012 | | F | | 480 (2) | D | \$ 43.54 |
| Common Stock | 08/24/2012 | | M | | 3,436 | A | \$ 23.84 |
| Common Stock | 08/24/2012 | | M | | 1,455 | A | \$ 43.58 |
| Common Stock | 08/24/2012 | | M | | 6,250 | A | \$ 41.74 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|-------------|---|
| Common Stock | 08/24/2012 | M | 6,250 | A | \$ 34.26 | 32,642.6777 | D |
| Common Stock | 08/24/2012 | M | 7,500 | A | \$ 14.16 | 40,142.6777 | D |
| Common Stock | 08/24/2012 | M | 5,000 | A | \$ 20.31 | 45,142.6777 | D |
| Common Stock | 08/24/2012 | S | 29,891 | D | \$ 43.6708 (3) | 15,251.6777 | D |
| Common Stock | 08/27/2012 | M | 21,564 | A | \$ 23.84 | 36,815.6777 | D |
| Common Stock | 08/27/2012 | S | 21,564 | D | \$ 43.478 (4) | 15,251.6777 | D |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | (1) | 08/24/2012 | | M | 1,125 | 08/24/2010(5) (6) | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 23.84 | 08/24/2012 | | M | 3,436 | 11/18/2011(7) 11/17/2017 | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 43.58 | 08/24/2012 | | M | 1,455 | 12/20/2006(7) 12/19/2012 | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 41.74 | 08/24/2012 | | M | 6,250 | 12/18/2007(7) 12/17/2013 | Common Stock |
| | \$ 34.26 | 08/24/2012 | | M | 6,250 | 12/18/2008(7) 12/17/2014 | |

| | | | | | | | |
|---|----------|------------|---|--------|---------------------------|------------|-----------------|
| Non-Qualified Stock Option (Right to buy) | | | | | | | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 14.16 | 08/24/2012 | M | 7,500 | 12/18/2009 ⁽⁷⁾ | 12/17/2015 | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 20.31 | 08/24/2012 | M | 5,000 | 12/18/2010 ⁽⁷⁾ | 12/17/2016 | Common Stock |
| Non-Qualified Stock Option (Right to buy) | \$ 23.84 | 08/27/2012 | M | 21,564 | 11/18/2011 ⁽⁷⁾ | 11/17/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Pung Michael J 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402 | | | EVP & CFO | |

Signatures

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

08/28/2012

**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) 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) This transaction was executed in multiple trades at prices ranging from \$43.65 to \$43.8601. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$43.37 to \$43.61. 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.

(5) 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.

(6) No expiration date.

(7) 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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