

Graziano Nick  
 Form 4  
 February 16, 2012

**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 \*  
 Graziano Nick

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 AVE., SUITE 3200

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

MINNEAPOLIS, MN 55402

(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	(A) or (D)	Price
Common Stock	02/14/2012		M		24,000	A	\$ 25.25
					27,000		
Common Stock	02/14/2012		M		3,016	A	\$ 13.26
					30,016		
Common Stock	02/14/2012		M		11,250	A	\$ 13.26
					41,266		
Common Stock	02/14/2012		M		11,250	A	\$ 21.77
					52,516		
Common Stock	02/14/2012		S		49,516	D	\$ 39.0123
					3,000		

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Common Stock	02/14/2012		S	2,000	D	\$ 39.0981 <u>(2)</u>	1,000	D
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to buy)	\$ 25.25	02/14/2012		M		24,000		02/05/2009 <sup>(3)</sup>	02/04/2018	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 13.26	02/14/2012		M		3,016		02/03/2009 <sup>(4)</sup>	02/02/2019	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 13.26	02/14/2012		M		11,250		02/03/2009 <sup>(4)</sup>	02/02/2019	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 21.77	02/14/2012		M		11,250		02/02/2010 <sup>(4)</sup>	02/01/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graziano Nick 901 MARQUETTE AVE. SUITE 3200 MINNEAPOLIS, MN 55402		X		

## Signatures

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

02/16/2012

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$39.0000 to \$39.2300. The price reported above reflects the  
(1) 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.

This transaction was executed in multiple trades at prices ranging from \$39.08 to \$39.12. The price reported above reflects the weighted  
(2) 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.

(3) This option vests in five equal annual installments commencing on this date.

(4) This option vested in full upon the date of grant.

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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