

FAIR ISAAC CORP

Form 4

March 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENBERGER LARRY

(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 [FIC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/25/2005		M	20,000 A	\$ 9.0741	680,121	D
Common Stock	03/25/2005		S	200 ⁽¹⁾ D	\$ 33.27	679,921	D
Common Stock	03/25/2005		S	600 ⁽¹⁾ D	\$ 33.3	679,321	D
Common Stock	03/25/2005		S	1,800 ⁽¹⁾ D	\$ 33.31	677,521	D
Common Stock	03/25/2005		S	500 ⁽¹⁾ D	\$ 33.32	677,021	D

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Common Stock	03/25/2005	S	900 <u>(1)</u>	D	\$ 33.33	676,121	D
Common Stock	03/25/2005	S	400 <u>(1)</u>	D	\$ 33.34	675,721	D
Common Stock	03/25/2005	S	500 <u>(1)</u>	D	\$ 33.35	675,221	D
Common Stock	03/25/2005	S	1,100 <u>(1)</u>	D	\$ 33.36	674,121	D
Common Stock	03/25/2005	S	1,300 <u>(1)</u>	D	\$ 33.37	672,821	D
Common Stock	03/25/2005	S	2,100 <u>(1)</u>	D	\$ 33.38	670,721	D
Common Stock	03/25/2005	S	1,400 <u>(1)</u>	D	\$ 33.39	669,321	D
Common Stock	03/25/2005	S	600 <u>(1)</u>	D	\$ 33.4	668,721	D
Common Stock	03/25/2005	S	1,000 <u>(1)</u>	D	\$ 33.41	667,721	D
Common Stock	03/25/2005	S	1,300 <u>(1)</u>	D	\$ 33.42	666,421	D
Common Stock	03/25/2005	S	500 <u>(1)</u>	D	\$ 33.44	665,921	D
Common Stock	03/25/2005	S	500 <u>(1)</u>	D	\$ 33.48	665,421	D
Common Stock	03/25/2005	S	400 <u>(1)</u>	D	\$ 33.5	665,021	D
Common Stock	03/25/2005	S	300 <u>(1)</u>	D	\$ 33.52	664,721	D
Common Stock	03/25/2005	S	800 <u>(1)</u>	D	\$ 33.55	663,921	D
Common Stock	03/25/2005	S	1,300 <u>(1)</u>	D	\$ 33.57	662,621	D
Common Stock	03/25/2005	S	600 <u>(1)</u>	D	\$ 33.58	662,021	D
Common Stock	03/25/2005	S	700 <u>(1)</u>	D	\$ 33.62	661,321	D
Common Stock	03/25/2005	S	100 <u>(1)</u>	D	\$ 33.63	661,221	D
Common Stock	03/25/2005	S	1,000 <u>(1)</u>	D	\$ 33.64	660,221	D
	03/25/2005	S	100 <u>(1)</u>	D	\$ 33.65	660,121	D

Common
Stock

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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.0741	03/21/2005		M		20,000		03/31/1999	03/31/2006	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENBERGER LARRY 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402			Vice President	

Signatures

/s/ Larry E.
Rosenberger 03/21/2005

____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) Sold pursuant to insider's 10b5-1 plan.

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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