

Jennings Andrew
Form 4
February 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
Jennings Andrew

(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)
02/09/2012

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)
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	02/09/2012		M	15,000 A \$ 28.75	17,214.9938	I	The 2010 Jennings Family Revocable Trust
Common Stock	02/09/2012		M	5,115 A \$ 20.31	22,329.9938	I	The 2010 Jennings Family Revocable Trust
Common Stock	02/09/2012		M	6,251 A \$ 24.03	28,580.9938	I	The 2010 Jenning

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Security	Date	Code	Quantity	Price	Value	Code	Quantity	Value	Beneficial Owner
Common Stock	02/09/2012	M	4,688	\$ 14.16	33,268.9938	I			Family Revocable Trust
Common Stock	02/09/2012	S	16,365	\$ 38.8338 ⁽¹⁾	16,903.9938	I			The 2010 Jennings Family Revocable Trust
Common Stock	02/09/2012	S	2,214	\$ 38.8294 ⁽²⁾	14,689.9938	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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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)	\$ 28.75	02/09/2012		M		15,000		08/02/2005 ⁽³⁾	08/01/2014	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 20.31	02/09/2012		M		5,115		12/18/2010 ⁽³⁾	12/17/2016	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 24.03	02/09/2012		M		6,251		12/13/2011 ⁽³⁾	12/12/2017	Common Stock

