

FAIR ISAAC CORP

Form 4

December 09, 2014

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 *
LANSING WILLIAM J

(Last) (First) (Middle)

181 METRO DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2014

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)

President and CEO

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|--|------------------------------------|------------------|------------|--|-----------------------|-----|---------------------------|--------------------|-----------------|--|-------------------------------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares | |
| Non Qualified Stock Option (right to buy) | \$ 72.06 | 12/08/2014 | A | | 85,386 | | 12/08/2015 ⁽¹⁾ | 12/07/2021 | Common Stock | | 85,386 | |
| Non Qualified Stock Option (right to buy) | \$ 72.06 | 12/08/2014 | A | | 97,193 ⁽²⁾ | | 12/08/2015 ⁽¹⁾ | 12/07/2021 | Common Stock | | 97,193 | |
| Market Share Units | ⁽³⁾ | 12/08/2014 | A | | 7,935 ⁽⁴⁾ | | 12/13/2014 | ⁽⁵⁾ | Common Stock | | 7,935 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANSING WILLIAM J 181 METRO DRIVE SAN JOSE, CA 95110 | | | President and CEO | |

Signatures

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

12/09/2014

 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) This option vests in four equal annual installments commencing on this date.
- (2) The reporting person was granted a special long-term incentive award he elected to take in the form of stock options pursuant to the election terms approved by the Leadership Development and Compensation Committee.
- (3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (4) On December 13, 2013, the reporting person was granted a target award of 25,878 market share units. The award is scheduled to vest in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the

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performance periods ending November 30, 2014, 2015, and 2016. The performance criteria for 2014 were met, resulting in the award of 7,935 market share units which will vest on December 13, 2014.

(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.

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