

FAIR ISAAC CORP

Form 4

December 09, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pung Michael 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)

12/08/2015

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)
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	12/08/2015		M	5,784 A \$ 0	68,129	I	Michael and Debora Pung 2014 Living Trust
Common Stock	12/08/2015		M	2,666 A \$ 0	70,795	I	Michael and Debora Pung 2014 Living Trust

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Common Stock	12/08/2015	F	3,174 (1)	D	\$ 91.91	67,621	I	Michael and Debora Pung 2014 Living Trust
Common Stock						3.6937 (2)	D	

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 of Underlying Security (Instr. 3 and 4)	8. Number of Shares			
				Code	V	(A)	(D)				
Market Share Units	(3)	12/08/2015		A		5,816(4)	12/13/2015	(5)	Common Stock	5	
Market Share Units	(3)	12/08/2015		A		5,784(6)	12/08/2015	(5)	Common Stock	5	
Market Share Units	(3)	12/08/2015		M			5,784	12/08/2015	(5)	Common Stock	5
Performance Share Units	(7)	12/08/2015		M			2,666	12/08/2015(8)	(5)	Common Stock	2
Restricted Share Units	(9)	12/08/2015		A		6,576		12/08/2016(10)	(5)	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pung Michael J 181 METRO DRIVE			EVP & CFO	

SAN JOSE, CA 95110

Signatures

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

12/09/2015

__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) Shares withheld by Company for payment of taxes due at vesting from earned market share units and earned performance share units.

(2) Common stock holdings include ESPP reinvested dividends.

(3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

As previously reported in a prior Form 4 footnote, on December 13, 2013, the reporting person was granted a target award of 8,723 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2014, 2015 and 2016. The performance criteria for 2014 were met and reported, resulting in an award of 2,675 market share units which vested on December 13, 2014. The performance criteria for 2015 were met, resulting in the award of 5,816 market share units which will vest on December 13, 2015.

(5) No expiration date.

On December 8, 2014, the reporting person was granted a target award of 8,676 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 performance periods ending November 30, 2015, 2016 and 2017. The performance criteria for 2015 were met, resulting in the award of 5,784 market share units which vest immediately.

(7) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment

(8) The performance share units vest in three equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.

(9) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

(10) 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.

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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