

FAIR ISAAC CORP  
Form 4  
February 12, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**BATTLE A GEORGE**

(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)  
**02/11/2014**

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)

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)
Common Stock	02/11/2014		M	2,625 A <u>1</u>	7,366	I	The Perkins-Battle 2011 Family Trust Agreement, DTD 10/26/2011
Common Stock					5,919 <u>(2)</u>	I	A. George Battle 2011 Separate Property Trust
Common					10,000	I	Treehouse

Stock		Vineyards LLC
Common Stock	12,703 <sup>(3)</sup>	D

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)	V	(A)	(D)	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)	Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/11/2014		M				2,625	02/11/2014		<u>(4)</u>	Common Stock	2,625
Restricted Stock Units	<u>(1)</u>	02/11/2014		A				4,124	<u>(5)</u>		<u>(4)</u>	Common Stock	4,124

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTLE A GEORGE 181 METRO DRIVE SAN JOSE, CA 95110	X			

## Signatures

/s/Nancy E. Fraser, Attorney-in-fact	02/12/2014
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        \*\*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) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued service on the board.
- (2) The reporting person transferred 4,091 shares from this trust to The Perkins-Battle 2011 Family Trust Agreement, DTD 10/26/2011.
- (3) The reporting person transferred 650 shares directly held to The Perkins-Battle 2011 Family Trust Agreement, DTD 10/26/2011.
- (4) No expiration date.
- (5) This award will fully vest on the date of the Corporation's 2015 Annual Meeting of Stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.