

KERR DEBORAH
Form 4
December 20, 2010

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 *
KERR DEBORAH

(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)
12/16/2010

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)

EVP & CTO

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	(A) or (D) Price			
Common Stock	12/16/2010	12/16/2010	S		3,913	D \$ 24.1521 ⁽¹⁾	0	D	
Common Stock	12/16/2010	12/16/2010	M		19,210	A \$ 13.22	19,210	D	
Common Stock	12/16/2010	12/16/2010	S		19,210	D \$ 24.0927 ⁽²⁾	0	D	
Common Stock	12/17/2010	12/17/2010	M		12,690	A \$ 13.22	12,690	D	
	12/17/2010	12/17/2010	S		10,790	D	1,900	I	

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Common Stock						\$ 24.0028 (3)			The Kerr Trust dtd 10/01/2007 Alan L. Kerr TTEE Deborah L. Kerr TTEE
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Common Stock	12/18/2010	12/18/2010	M	1,459	A	(4)	3,359 (5)	D
Common Stock	12/18/2010	12/18/2010	F	535 (6)	D	\$ 24	2,824 (5)	D

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 (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 Ar Underlying Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.22	12/16/2010	12/16/2010	M	19,210	02/02/2010(7)	02/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.22	12/17/2010	12/17/2010	M	12,690	02/02/2010(7)	02/01/2016	Common Stock
Restricted Stock Units	(4)	12/18/2010	12/18/2010	M	1,459	12/18/2010(8)	(9)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KERR DEBORAH	EVP & CTO

901 MARQUETTE AVENUE
SUITE 3200
MINNEAPOLIS, MN 55402

Signatures

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

12/20/2010

__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 transaction was executed in multiple trades at prices ranging from \$24.09 to \$24.2105. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.25. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) This transaction was executed in multiple trades at prices ranging from \$23.96 to \$24.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

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

(5) 1900 of these shares are held by The Kerr Trust.

(6) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.

(7) This option vests in four equal annual installments commencing on this date.

(8) 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.

(9) 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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