

FAIR ISAAC CORP
Form 4
December 14, 2016

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 *
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)
12/13/2016

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/13/2016		M		4,166	A	\$ 0	177,255	D
Common Stock	12/13/2016		M		6,469	A	\$ 0	183,724	D
Common Stock	12/13/2016		M		6,667	A	\$ 0	190,391	D
Common Stock	12/13/2016		M		17,252	A	\$ 0	207,643	D
Common Stock	12/13/2016		M		26,569	A	\$ 0	234,212	D

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Common Stock	12/13/2016	F	31,891 (1)	D	\$ 121.67	202,321	D
Common Stock	12/13/2016	M	30,000 (2)	A	\$ 36.01	232,321	D
Common Stock	12/13/2016	S	24,656	D	\$ 122.15 (3)	207,665	D
Common Stock	12/13/2016	S	5,344	D	\$ 122.87 (4)	202,321	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(5)	12/13/2016		M	4,166	12/13/2013(6)	(7)	Common Stock
Restricted Stock Units	(5)	12/13/2016		M	6,469	12/13/2014(6)	(7)	Common Stock
Performance Share Units	(8)	12/13/2016		M	6,667	12/13/2013(9)	(7)	Common Stock
Performance Share Units	(8)	12/13/2016		M	17,252	12/13/2014(10)	(7)	Common Stock
Market Share Units	(11)	12/13/2016		M	26,569	12/13/2016	(7)	Common Stock
Non Qualified Stock Option (right to buy)	\$ 36.01	12/13/2016		M	30,000 (2)	01/27/2013(12)	01/26/2019	Common Stock

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

12/14/2016

__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 restricted stock units, earned performance share units and earned market share units.
 - (2) Exercised and sold pursuant to reporting person's 10b5-1 plan.
This transaction was executed in multiple trades at prices ranging from \$121.74 to \$122.70. 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 \$122.7510 to \$123.10. 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) 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.
 - (6) No expiration date.
 - (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 four 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) The performance share units vest in three equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
 - (10) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
 - (11) This option vests in four equal annual installments commencing on this date.

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.