

GRUDNOWSKI THOMAS
Form 4
March 03, 2005

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 *
GRUDNOWSKI THOMAS

(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 [FIC]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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 & CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2005		M		100,000	A	\$ 9.6297 122,500
Common Stock	03/01/2005		S		9,500	D	\$ 34.25 113,000
Common Stock	03/01/2005		S		1,500	D	\$ 34.188 111,500
Common Stock	03/01/2005		S		13,800	D	\$ 34.1701 97,700
Common Stock	03/01/2005		S		1,000	D	\$ 34.119 96,700

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Common Stock	03/01/2005	S	700	D	\$ 34.1	96,000	D
Common Stock	03/01/2005	S	1,500	D	\$ 34.0813	94,500	D
Common Stock	03/01/2005	S	4,100	D	\$ 34.0487	90,400	D
Common Stock	03/01/2005	S	500	D	\$ 34.02	89,900	D
Common Stock	03/01/2005	S	200	D	\$ 34.01	89,700	D
Common Stock	03/01/2005	S	3,600	D	\$ 34.0006	86,100	D
Common Stock	03/01/2005	S	2,700	D	\$ 34	83,400	D
Common Stock	03/01/2005	S	1,100	D	\$ 33.9909	82,300	D
Common Stock	03/01/2005	S	1,000	D	\$ 33.99	81,300	D
Common Stock	03/01/2005	S	3,500	D	\$ 33.9891	77,800	D
Common Stock	03/01/2005	S	1,900	D	\$ 33.98	75,900	D
Common Stock	03/01/2005	S	5,100	D	\$ 33.9782	70,800	D
Common Stock	03/01/2005	S	8,700	D	\$ 33.97	62,100	D
Common Stock	03/01/2005	S	4,200	D	\$ 33.96	57,900	D
Common Stock	03/01/2005	S	2,400	D	\$ 33.9596	55,500	D
Common Stock	03/01/2005	S	700	D	\$ 33.95	54,800	D
Common Stock	03/01/2005	S	2,500	D	\$ 33.94	52,300	D
Common Stock	03/01/2005	S	1,100	D	\$ 33.939	51,200	D
Common Stock	03/01/2005	S	400	D	\$ 33.93	50,800	D
Common Stock	03/01/2005	S	800	D	\$ 33.9275	50,000	D
	03/01/2005	S	3,800	D	\$ 33.92	46,200	D

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Common Stock							
Common Stock	03/01/2005	S	400	D	\$ 33.91	45,800	D
Common Stock	03/01/2005	S	1,700	D	\$ 33.9	44,100	D
Common Stock	03/01/2005	S	12,200	D	\$ 33.89	31,900	D
Common Stock	03/01/2005	S	9,400	D	\$ 33.84 <u>(1)</u>	22,500	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)	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.6297	03/01/2005		M	100,000	12/02/2000 ⁽²⁾ 08/23/2009	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRUDNOWSKI THOMAS 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402	X		President & CEO	

Signatures

/s/ Andrea M. Fike,
Attorney-in-fact

03/02/2005

__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).

\$33.84 was the average sale price. Actuals were: 2,200 shares sold at \$33.88; 200 shares sold at \$33.87; 400 shares sold at \$33.86; 500

(1) shares sold at \$33.85; 100 shares sold at \$33.84; 200 shares sold at \$33.83; 100 shares sold at \$33.82; 1,200 shares sold at \$33.81; 4,500 shares sold at \$33.80.

(2) 25% of the shares vested on this date; the remaining 75% vested in equal monthly installments thereafter over three years.

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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