Jennings Andrew Form 4 December 22, 2008

Check this box

if no longer

subject to

Section 16.

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

OMB

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Jennings Andrew

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

FAIR ISAAC CORP [FIC] 3. Date of Earliest Transaction

(Month/Day/Year) 12/18/2008

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below) Sr. Vice President

901 MARQUETTE **AVENUE, SUITE 3200**

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55402

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	12/18/2008		Code V M		(D) A	Price (1)	12,084.4744	D	
Common Stock	12/18/2008		F	818 (2) I	D	\$ 14.16	11,266.4744 (3)	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 ar	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	12/18/2008		M		625	12/18/2007(4)	<u>(5)</u>	Commo Stock
Restricted Stock Units	(1)	12/18/2008		M		1,667	12/18/2008(4)	<u>(5)</u>	Commo Stock
Restricted Stock Units	(1)	12/18/2008		A	4,166		12/18/2009(4)	<u>(5)</u>	Commo Stock
Non-Qualified Stock Option (right to buy)	\$ 14.16	12/18/2008		A	37,502		12/18/2009(6)	12/17/2015	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Jennings Andrew							
901 MARQUETTE AVENUE SUITE 3200			Sr. Vice President				

Signatures

MINNEAPOLIS, MN 55402

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

12/22/2008

**Signature of Reporting Person

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 employment.
- (2) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- (3) Common stock holdings include ESPP purchase and/or reinvested dividends.
- (4) 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.

(5) No expiration date.

Reporting Owners 2

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(6) 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.