

KASSARJIAN RAFFI M
Form 4
December 15, 2004

FORM 4

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

OMB APPROVAL

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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 *
KASSARJIAN RAFFI M

2. Issuer Name and Ticker or Trading Symbol
FAIR ISAAC CORP [FIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
901 MARQUETTE AVENUE, SUITE 3200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

MINNEAPOLIS, MN 55402

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price	
Common Stock	12/14/2004		M		6,749	A	\$ 9.8148 14,374	D
Common Stock	12/14/2004		M		3,251	A	\$ 12.4259 17,625	D
Common Stock	12/14/2004		M		22,500	A	\$ 12.1303 40,125	D
Common Stock	12/14/2004		S		32,500	D	\$ 35 7,625	D
					<u>(1)</u>			

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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 9.8148	12/14/2004		M	6,749	10/22/2000 ⁽²⁾ 10/22/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.1303	12/14/2004		M	22,500	09/26/2001 ⁽²⁾ 09/26/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.4259	12/14/2004		M	3,251	05/17/2001 ⁽²⁾ 05/17/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSARJIAN RAFFI M 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402			Vice President	

Signatures

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

12/15/2004

**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) Sold pursuant to insider's 10b5-1 plan.

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(2) 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.

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