FAIR ISAAC CORP Form 4 May 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NANN BERNHARD Issuer Symbol FAIR ISAAC CORP [FIC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 901 MARQUETTE 05/23/2008 below) **AVENUE, SUITE 3200** Sr. V.P, & CTO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55402 Person

(State)	Tabl	le I - Non-L	Derivative Secu	rities Acq	uired, Disposed of	f, or Beneficiall	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispose	ed of (D)	Securities	Ownership	Indirect
	any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
	(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
			(4)		Reported	(Instr. 4)	
					Transaction(s)		
		Code V	Amount (D)	Price	(Instr. 3 and 4)		
05/23/2008		F	654 (1) D	\$ 25.14	11,997.5061 (2)	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (A) (A) (Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price F 654 (1) D	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Securities Acquired Securi	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Eneficially Form: Direct Owned (D) or Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 11,997.5061

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NANN BERNHARD 901 MARQUETTE AVENUE SUITE 3200 MINNEAPOLIS, MN 55402

Sr. V.P, & CTO

Signatures

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

05/27/2008

**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 to cover minimum statutory taxes owed upon vesting of restricted stock award granted on May 23, 2006
- (2) Common stock holdings include ESPP purchase and/or reinvested dividends.

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.

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