

Fine Kenneth M.  
Form 3  
March 15, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Fine Kenneth M.		(Month/Day/Year)	Financial Engines, Inc. [FNGN]	
(Last)	(First)	(Middle)	03/15/2010	
1804 EMBARCADERO ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO,Â CAÂ 94303			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			See Remarks	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	51,168	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	3,168	\$ (1)	D	Â
Employee Stock Option (right to buy)	Â (2)	09/19/2010	Common Stock	10,000	\$ 10	D	Â
Employee Stock Option (right to buy)	Â (2)	07/24/2011	Common Stock	20,000	\$ 10	D	Â
Employee Stock Option (right to buy)	Â (2)	04/22/2013	Common Stock	38,500	\$ 2.5	D	Â
Employee Stock Option (right to buy)	Â (2)	11/25/2013	Common Stock	50,000	\$ 3	D	Â
Employee Stock Option (right to buy)	Â (2)	05/19/2015	Common Stock	50,000	\$ 4.25	D	Â
Employee Stock Option (right to buy)	Â (3)	03/24/2016	Common Stock	50,000	\$ 7.5	D	Â
Employee Stock Option (right to buy)	Â (4)	09/21/2016	Common Stock	100,000	\$ 7.5	D	Â
Employee Stock Option (right to buy)	Â (5)	11/11/2018	Common Stock	125,000	\$ 6.51	D	Â
Employee Stock Option (right to buy)	Â (6)	11/09/2019	Common Stock	100,000	\$ 7.99	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fine Kenneth M. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	Â	Â	Â See Remarks	Â

## Signatures

/s/ Joanne Burns,  
Attorney-in-Fact

03/15/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The convertible preferred stock is convertible at anytime, at the holder's option, on a one-for-one basis and has no expiration date.
- (2) The option award is fully vested.
- (3) The option award vests as to 12,500 shares on 3/24/07, and the remaining shares monthly thereafter from 3/24/07 to 3/24/10.
- (4) The option award vests as to 25,000 shares on 9/19/07, and the remaining shares monthly thereafter from 9/19/07 to 9/19/10.

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- (5) The option award vests as to 31,250 shares on 11/11/09, and the remaining shares monthly thereafter from 11/11/09 to 11/11/12.
- (6) The option award vests as to 25,000 shares on 11/9/10, and the remaining shares monthly thereafter from 11/9/10 to 11/9/13.

^

**Remarks:**

Executive^ Vice^ President,^ Marketing

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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