Sims Raymond J. Form 4 March 19, 2010

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sims Raymond J.			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1804 EMBARCADERO ROAD		OAD	(Month/Day/Year) 03/19/2010	Director 10% Owner _X_ Officer (give title Other (specify below) Executive VP & CFO			
(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			
PALO ALTO, CA 94303				Form filed by More than One Reporting Person			

(City)	(State)	^(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	ally 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)	ties Acquired sposed of 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/19/2010		C	25,861	A	<u>(1)</u>	133,475	D	
Common Stock	03/19/2010		S	62,655	D	\$ 12	70,820	D	
Common Stock	03/19/2010		J <u>(2)</u>	1,574	A	<u>(2)</u>	72,394	D	
Common Stock							3,542	I	As Custodian for child

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series E Preferred Stock	<u>(1)</u>	03/19/2010		C	25,861	<u>(1)</u>	<u>(1)</u>	Common Stock	25,861	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sims Raymond J.

1804 EMBARCADERO ROAD PALO ALTO, CA 94303 Executive VP & CFO

Signatures

/s/ Joanne Burns, Attorney-in-Fact

**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) The Series E preferred stock converted into shares of common stock on a one-for-one basis and had no expiration date.
- (2) The reporting person received 1,574 shares of Common Stock in connection with the conversion, on a one-for-one basis, of his shares of Series E preferred stock.

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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