

Maggioncalda Jeffrey Nacey
 Form 4
 March 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Maggioncalda Jeffrey Nacey

(Last) (First) (Middle)
 1804 EMBARCADERO ROAD
 (Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & President

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

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	(A) or (D)	Price		
Common Stock	03/19/2010		C		13,197	A	144,739	I	By The 1999 Maggioncalda Family Trust
Common Stock	03/19/2010		M		11,667	A	\$ 1 156,406	I	By The 1999 Maggioncalda Family Trust
Common Stock	03/19/2010		M		15,325	A	\$ 3 171,731	I	By The 1999 Maggioncalda Family Trust
Common Stock	03/19/2010		S		137,597	D	\$ 12 57,142 ⁽²⁾	I	By The 1999 Maggioncalda

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									Family Trust
Common Stock	03/19/2010		S	10,000	D	\$ 12	26,222	I	As Custodian for child
Common Stock	03/19/2010		S	10,000	D	\$ 12	26,222	I	As Custodian for child
Common Stock	03/19/2010		S	10,000	D	\$ 12	26,222	I	As Custodian for child
Common Stock	03/19/2010		S	5,600	D	\$ 12	0	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. 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 Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Series C Preferred Stock	<u>1</u>	03/19/2010		C	13,197	<u>1</u>	<u>1</u>	Common Stock	13,197
Employee Stock Option (right to buy)	\$ 1	03/19/2010		M	11,667	03/19/2010	03/15/2012	Common Stock	11,667
Employee Stock Option (right to buy)	\$ 3	03/19/2010		M	15,325	03/19/2010	01/30/2014	Common Stock	15,325

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maggioncalda Jeffrey Nacey 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	X		CEO & President	

Signatures

/s/ Joanne Burns,
Attorney-in-Fact

03/19/2010

__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 C preferred stock converted into shares of common stock on a one-for-one basis and had no expiration date.

(2) This reflects a bona fide gift of 23,008 shares that were held directly by the reporting person.

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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