

Raffone Lawrence M.
Form 4
November 12, 2010

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 *
Raffone Lawrence M.

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)
1804 EMBARCADERO ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Sales

PALO ALTO, CA 94303

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	11/11/2010	11/11/2010	S ⁽¹⁾		26,037	D	\$ 16.3478 (2)
Common Stock	11/11/2010	11/11/2010	M		18,334	A	\$ 1 73,477
Common Stock	11/11/2010	11/11/2010	S ⁽¹⁾		18,334	D	\$ 16.3478 (2)
Common Stock	11/11/2010	11/11/2010	M		30,629	A	\$ 1 85,772
	11/11/2010	11/11/2010	S ⁽¹⁾		30,629	D	55,143

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Common Stock						\$			
						16.3478			
						<u>(2)</u>			
Common Stock	11/11/2010	11/11/2010	M	10,000	A	\$ 2.5	65,143		D
Common Stock	11/11/2010	11/11/2010	<u>S(1)</u>	10,000	D	\$ 16.75	55,143		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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 1	11/11/2010	11/11/2010	M	18,334	<u>(3)</u> 12/19/2011	Common Stock 18,334
Employee Stock Option - Right to Buy	\$ 1	11/11/2010	11/11/2010	M	30,629	<u>(3)</u> 12/19/2011	Common Stock 30,629
Employee Stock Option - Right to Buy	\$ 2.5	11/11/2010	11/11/2010	M	10,000	<u>(3)</u> 10/28/2013	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Raffone Lawrence M.
1804 EMBARCADERO ROAD
PALO ALTO, CA 94303

EVP, Sales

Signatures

Joanne E. Burns,
Attorney-in-Fact

11/12/2010

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2010.
The price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$16.07 to \$16.85, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The option award is fully vested.
- (3) The option award is fully vested.

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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