

Behrman Deborah J.
Form 4
December 29, 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 *
Behrman Deborah 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)
1804 EMBARCADERO ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/28/2010	12/28/2010	M		52,696	A	\$ 8.5	70,914	D
Common Stock	12/28/2010	12/28/2010	S ⁽¹⁾		52,696	D	\$ 20	18,218	D
Common Stock	12/28/2010	12/28/2010	M		15,155	A	\$ 6.51	33,373	D
Common Stock	12/28/2010	12/28/2010	S ⁽¹⁾		15,155	D	\$ 20	18,218	D
Common Stock	12/28/2010	12/28/2010	M		12,149	A	\$ 7.99	30,367	D

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Common Stock 12/28/2010 12/28/2010 S⁽¹⁾ 12,149 D \$ 20 18,218 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)	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 8.5	12/28/2010	12/28/2010	M	52,696	<u>(2)</u> 04/17/2017	Common Stock	52,696
Employee Stock Option - Right to Buy	\$ 6.51	12/28/2010	12/28/2010	M	15,155	<u>(2)</u> 11/11/2018	Common Stock	15,155
Employee Stock Option - Right to Buy	\$ 7.99	12/28/2010	12/28/2010	M	12,149	<u>(2)</u> 11/09/2019	Common Stock	12,149

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Behrman Deborah J.
1804 EMBARCADERO ROAD
PALO ALTO, CA 94303

VP, Human Resources

Signatures

Joanne E. Burns,
Attorney-in-Fact

12/29/2010

__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 1, 2010.

(2) The option award vests as to 15,621 shares on 11/9/10, and the remaining shares vest monthly thereafter from 11/09/10 to 11/09/13.

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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