

Fine Kenneth M.
Form 4
February 17, 2011

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 *
Fine Kenneth 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)
02/16/2011

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

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)
Common Stock	02/16/2011	02/16/2011	M	14,010 A	\$ 7.5 68,015	D	
Common Stock	02/16/2011	02/16/2011	S ⁽¹⁾	14,010 D	\$ 24.4942 54,005 <u>(2)</u>	D	
Common Stock	02/16/2011	02/16/2011	M	5,990 A	\$ 6.51 59,995	D	
Common Stock	02/16/2011	02/16/2011	S ⁽¹⁾	5,990 D	\$ 24.4942 54,005 <u>(2)</u>	D	

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- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2010.

The price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from

- (2) \$23.00 to \$25.91, 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.

- (3) The option award is fully vested.

- (4) The option award vests as to 31,250 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/12.

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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