Jones Christopher L. Form 4 March 21, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB and

**OMB APPROVAL** 

Number: 3235-0287 Expires: January 31,

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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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Jones Christopher L. |         |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>Financial Engines, Inc. [FNGN] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|--|---------|----------|---|--|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction   | ()   |  |  |  |
| 1804 EMBARCADERO ROAD  |         | OAD      | (Month/Day/Year)<br>03/19/2011  | Director 10% OwnerX Officer (give title Other (specify below)  EVP & Chief Investment Officer        |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| PALO ALTO, CA 94303  |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                 | (State)                              | Table Table                   | e I - Non-D      | erivative                                       | Secur     | rities Acq              | uired, Disposed o         | f, or Beneficial      | ly Owned   |
|------------------------|--------------------------------------|-------------------------------|------------------|---|-----------|-------------------------|---------------------------|-----------------------|------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securities Acquired on(A) or Disposed of (D) |           | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |            |
| (Instr. 3)             |                                      | any                           | Code             | (Instr. 3,                                      | 4 and     | 5)                      | Beneficially              | (D) or                | Beneficial |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)       |   | Owned     | Indirect (I)            | Ownership                 |                       |            |
|                        |                                      |                               |                  |   |           |                         | Following                 | (Instr. 4)            | (Instr. 4) |
|                        |                                      |                               |                  |   | ( )       |                         | Reported                  |                       |            |
|                        |                                      |                               |                  |   | (A)       |                         | Transaction(s)            |                       |            |
|                        |                                      |                               | Code V           | Amount  | or<br>(D) | Price                   | (Instr. 3 and 4)          |                       |            |
| Common<br>Stock        | 03/19/2011                           | 03/19/2011                    | F                | 9,297   | D         | \$<br>24.29             | 203,789                   | D                     |            |

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)

#### Edgar Filing: Jones Christopher L. - Form 4

| 1. Title of                          | 2.  | 3. Transaction Date |   | 4.              | 5.  | 6. Date Exerc       |                    | 7. Title a          |           | 8. Price of         | 9. Nu  |
|--------------------------------------|---|---------------------|---|-----------------|---|---------------------|--------------------|---------------------|-----------|---------------------|--|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     |                    | Securitie           | nderlying | Security (Instr. 5) | Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |   |                     |   | Code V          | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | or<br>Title N<br>of | umber     |                     |  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Christopher L. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303

**EVP & Chief Investment Officer** 

### **Signatures**

Joanne E. 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).

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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