Maggioncalda Jeffrey Nacey Form 4

March 29, 2011

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

Form 5

1. Name and Address of Reporting Person \* Maggioncalda Jeffrey Nacey

2. Issuer Name and Ticker or Trading Symbol

Financial Engines, Inc. [FNGN]

(Last) (First) (Middle)

(Street)

1804 EMBARCADERO ROAD

3. Date of Earliest Transaction

03/28/2011

(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### PALO ALTO, CA 94303

(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. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3,	ed of	` ′	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	03/28/2011		M	16,665	A	\$ 10	71,074	I	By the Maggioncalda Family Trust
Common Stock	03/28/2011		S <u>(1)</u>	16,665	D	\$ 25.8737 (2)	54,409	I	By the Maggioncalda Family Trust
Common Stock							26,222	I	As Special Trustee for Child
Common Stock							26,222	I	As Special Trustee for

Child

Common Stock

26,222

As Special Trustee for

Child

Ι

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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 10	03/28/2011	03/28/2011	M	16,665	(3)	04/11/2011	Common Stock	16,665

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips
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Director 10% Owner Officer Other

Maggioncalda Jeffrey Nacey 1804 EMBARCADERO ROAD

X

**CEO** and President

PALO ALTO, CA 94303

## **Signatures**

Jeff Grace,

Buy

Attorney-in-fact 03/29/2011

\*\*Signature of Reporting Person

Date

Reporting Owners 2

# **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 the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2010.
- The price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$25.205 to \$26.36, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or 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 theis footnote.
- (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. 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.