

Raffone Lawrence M.
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

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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.

(Last) (First) (Middle)
1804 EMBARCADERO ROAD
(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	05/02/2011	05/02/2011	M		25,000	A	\$ 2.5	53,910	D
Common Stock	05/02/2011	05/02/2011	M		25,000	A	\$ 3	78,910	D
Common Stock	05/02/2011	05/02/2011	M		23,529	A	\$ 4.25	102,439	D
Common Stock	05/02/2011	05/02/2011	M		13,333	A	\$ 7.5	115,772	D
Common Stock	05/02/2011	05/02/2011	M		9,280	A	\$ 6.51	125,052	D

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Common Stock 05/02/2011 05/02/2011 M 4,431 A \$ 7.99 129,483 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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)	\$ 2.5	05/02/2011	05/02/2011	M		25,000		<u>(1)</u>	10/28/2013	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 3	05/02/2011	05/02/2011	M		25,000		<u>(1)</u>	01/30/2014	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 4.25	05/02/2011	05/02/2011	M		23,529		<u>(1)</u>	03/23/2015	Common Stock	23,529
Employee Stock Option (Right to Buy)	\$ 7.5	05/02/2011	05/02/2011	M		13,333		<u>(1)</u>	09/19/2016	Common Stock	13,333
Employee Stock Option (Right to Buy)	\$ 6.51	05/02/2011	05/02/2011	M		9,280		<u>(2)</u>	11/11/2018	Common Stock	9,280

Employee Stock Option (Right to Buy)	\$ 7.99	05/02/2011	05/02/2011	M	4,431	<u>(3)</u>	11/09/2019	Common Stock	4,431
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raffone Lawrence M. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303			EVP, Sales	

Signatures

Joanne E. Burns, Attorney-in-Fact	05/03/2011
**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 option award is fully vested.
- (2) The option award vests as to 3,840 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/12.
- (3) The option award vests as to 3,128 shares on 11/09/10, and the remaining shares vest monthly thereafter from 12/09/10 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. 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.