SHOVEN JOHN B Form 4

May 13, 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 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 1(b).

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SHOVEN JOHN B

(First) (Middle) (Last)

1804 EMBARCADERO ROAD

(Street)

PALO ALTO, CA 94303

2. Issuer Name and Ticker or Trading

Symbol

Financial Engines, Inc. [FNGN]

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

05/12/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

Indirect

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City)

1.Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed

(State)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amour 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securit** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Month/Day/Year) (Instr. 3) Price of (Instr. 8) Acquired (A)

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (D) Date Expiration Title (A) Amo Exercisable Date or Num of Sh Non-Qualified Common **Stock Option** \$ 27.17 05/12/2011 A 10,000 (1) 05/12/2021 10,0 Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHOVEN JOHN B 1804 EMBARCADERO ROAD X PALO ALTO, CA 94303

Signatures

(Right to Buy)

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).
- (1) The option award vests as to 2,500 shares on 5/12/12, and the remaining shares vest monthly thereafter from 06/12/12 to 05/12/15.

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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