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Form 4 June 02, 20												
	ЛЛ									OMB AF	PPROVAL	
FORM 4 UNITED STATES SECUL							OMB Number:	3235-0287				
Check this box			Washington, D.C. 20549							Expires:	January 31,	
if no lon subject t Section Form 4 Form 5	to SIAIE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									2005 average rs per 0.5	
obligatio may cor See Inst 1(b).	ons Section 17	(a) of the	Public U	tility l	Hol	ding Co	mpar	•	1935 or Section			
(Print or Type	Responses)											
Sims Raymond J. S			Symbol Iss					6. Relationship of Reporting Person(s) to ssuer				
									k all applicable)			
(Mont									· · · · · · · · · · · · · · · · · · ·	ive title 10% Owner other (specify below) EVP and CFO		
	(Street)		4. If Ame Filed(Mo			ate Origin r)	al		6. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo	ne Reporting Pe	rson	
PALO AL'	ГО, СА 94303								Person		porting	
(City)	(State)	(Zip)	Tab	le I - N	on-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr.	8)	4. Securi oror Dispos (Instr. 3, Amount	sed 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	06/01/2011	06/01/20	011	М		3,333	А	\$3	21,398	D		
Common Stock	06/01/2011	06/01/20	011	S <u>(1)</u>		3,333	D	\$ 24.4113 (2)	18,065	D		
Common Stock	06/01/2011	06/01/20	011	М		6,667	А	\$ 3	24,732	D		
Common Stock	06/01/2011	06/01/20	011	S <u>(1)</u>		6,667	D	\$ 24.4113 (2)	18,065	D		

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

Persons who respond to the collection of information contained in this form are not 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 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numb of Shares
Stock Option-Right to Buy	\$ 3	06/01/2011	06/01/2011	М	3,333	01/30/2005	01/30/2014	Common Stock	3,33
Stock Option-Right to Buy	\$ 3	06/01/2011	06/01/2011	М	6,667	01/30/2005	01/30/2014	Common Stock	6,66

Reporting Owners

Reporting Owner Name / Address	Relationships							
Toporting of the Tanto, Haaross	Director	10% Owner	Officer	Other				
Sims Raymond J. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	I.		EVP and CFO					
Signatures								
Jeff Grace, Attorney-in-Fact	06/02/201	1						

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 23, 2011

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

(2) \$23.92 to \$25.11, 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.

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.