

Behrman Deborah J.
Form 4
June 15, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Behrman Deborah J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

PALO ALTO, CA 94303

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

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

(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. 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	06/14/2011	06/14/2011	M		1,226	A	\$ 8.5	19,444	D
Common Stock	06/14/2011	06/14/2011	M		2,240	A	\$ 6.51	21,684	D
Common Stock	06/14/2011	06/14/2011	M		1,725	A	\$ 7.99	23,409	D

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Employee Stock Option - Right to Buy	\$ 8.5	06/14/2011	06/14/2011	M	1,226		(1)	04/17/2017	Common Stock	1,226
Employee Stock Option - Right to Buy	\$ 6.51	06/14/2011	06/14/2011	M	2,240		(2)	11/11/2018	Common Stock	2,240
Employee Stock Option - Right to Buy	\$ 7.99	06/14/2011	06/14/2011	M/K	1,725		(3)	11/09/2019	Common Stock	1,725

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behrman Deborah J. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303			VP, Human Resources	

Signatures

Joanne E. Burns,
Attorney-in-Fact
06/15/2011

__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 3840 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 3128 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.

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