Tuttle Anne S. Form 4 June 16, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tuttle Anne S.			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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
1804 EMBARCADERO ROAD			06/15/2011	_X_ Officer (give title Other (specify below)		
				EVP & General Counsel		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PALO ALTO, CA 94303				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y 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 ord Dispos (Instr. 3, 4)	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	06/15/2011	06/15/2011	M	4,920	A	\$ 6.51	20,568	D	
Common Stock	06/15/2011	06/15/2011	S <u>(1)</u>	4,920	D	\$ 23.7595 (2)	15,648	D	
Common Stock	06/15/2011	06/15/2011	M	10,080	A	\$ 7.99	25,728	D	
Common Stock	06/15/2011	06/15/2011	S <u>(1)</u>	10,080	D	\$ 23.7595 (2)	15,648	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.

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 Buy)	\$ 6.51	06/15/2011	06/15/2011	M	4,920	(3)	11/11/2018	Common Stock	4,920
Employee Stock Option (Right to Buy)	\$ 7.99	06/15/2011	06/15/2011	M	10,080	<u>(4)</u>	11/09/2019	Common Stock	10,080

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tuttle Anne S.

1804 EMBARCADERO ROAD EVP & General Counsel

PALO ALTO, CA 94303

Signatures

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).

Reporting Owners 2

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- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2010
- The price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$24.07 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 vests as to 3,840 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/13.
- (4) The option award vests as to 15,621 shares on 11/09/10, and the remaining shares vest monthly thereafter from 12/09/10 to 11/09/12. 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.