

Tuttle Anne S.
Form 4
June 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Tuttle Anne S.

(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)
06/15/2011

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 & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2011	06/15/2011	M		4,920	A	\$ 6.51
							20,568
Common Stock	06/15/2011	06/15/2011	S ⁽¹⁾		4,920	D	\$ 23.7595
							<u>(2)</u>
Common Stock	06/15/2011	06/15/2011	M		10,080	A	\$ 7.99
							25,728
Common Stock	06/15/2011	06/15/2011	S ⁽¹⁾		10,080	D	\$ 23.7595
							<u>(2)</u>

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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

- (2) \$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 this 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.

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