

Maggioncalda Jeffrey Nacey
Form 4
October 19, 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 *
Maggioncalda Jeffrey Nacey

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 (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

1804 EMBARCADERO ROAD

10/17/2011

CEO and President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

PALO ALTO, CA 94303

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/17/2011	10/17/2011	M	12,161 A \$ 1	66,570	I	By the Maggioncalda Family Trust
Common Stock	10/17/2011	10/17/2011	S ⁽¹⁾	12,161 D \$ 19.1951	54,409	I	By the Maggioncalda Family Trust
Common Stock	10/17/2011	10/17/2011	M	931 A \$ 1	55,340	I	By the Maggioncalda Family Trust
Common Stock	10/17/2011	10/17/2011	S ⁽¹⁾	931 D \$ 19.1951	54,409	I	By the Maggioncalda

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						<u>(2)</u>				Family Trust
Common Stock	10/17/2011	10/17/2011	<u>S(3)</u>	1,037	D	\$ <u>(4)</u> 19.2122	20,000	I		By Child
Common Stock	10/17/2011	10/17/2011	<u>S(3)</u>	1,037	D	\$ <u>(4)</u> 19.2122	20,000	I		By Child
Common Stock	10/17/2011	10/17/2011	<u>S(3)</u>	1,037	D	\$ <u>(4)</u> 19.2102	20,000	I		By Child

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.

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1	10/17/2011	10/17/2011	M	12,161	<u>(5)</u> 12/19/2011	Common Stock	12,161	
Employee Stock Option (Right to Buy)	\$ 1	10/17/2011	10/17/2011	M	931	<u>(5)</u> 12/19/2011	Common Stock	931	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maggioncalda Jeffrey Nacey
1804 EMBARCADERO ROAD X
PALO ALTO, CA 94303

CEO and President

Signatures

Joanne Burns 10/17/2011

 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 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 sale price. These shares were sold in multiple transactions at prices ranging from \$18.98 to \$19.65 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the 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.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2011.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$18.99 to \$19.58 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the 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.
- (4) The option award is fully vested.
- (5) The option award is fully vested.

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.