Edgar Filing: GRACE JEFFREY C - Form 4

GRACE JEFFR	EY C									
Form 4 November 22, 2	0011									
FORM 4	1								PPROVAL	
	• UNITED	STATES					COMMISSIO	N OMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATEN Filed pur Section 17(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 20(b) of the Invastment Company Act of 1940						urs per		
(Print or Type Resp	oonses)									
1. Name and Addr GRACE JEFFF		Person <u>*</u>	Symbol	er Name an ial Engine		-	5. Relationship (Issuer			
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)			
1804 EMBARCADERO ROAD		(Month/Day/Year) 11/18/2011			Director 10% Owner Officer (give titleX Other (specify below) Chief Accounting Officer					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
PALO ALTO,	CA 94303						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	
Reminder: Report	on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
	·				Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code N	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.39	11/18/2011		А		7,270		<u>(1)</u>	11/18/2021	Common Stock	7,270
Restricted Stock Units	(2)	11/18/2011		А		3,430		(3)	(3)	Common Stock	3,430

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GRACE JEFFREY C 1804 EMBARCADERO ROAD PALO ALTO, CA 94303				Chief Accounting Officer				

Signatures

Joanne E. Burns,	11/22/2011
Attorney-in-Fact	11/22/2011

**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 vests as to 1,817 shares on 11/18/12, and the remaining shares vest monthly thereafter from 12/18/12 to 11/18/15.

(2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.

(3) The restricted stock units vest in four equal installments beginning 11/18/11.

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.

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