#### SHARP MARY LEE

Form 4

January 18, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 \* SHARP MARY LEE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Financial Engines, Inc. [FNGN]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

(Month/Day/Year)

01/17/2012

below)

6. Individual or Joint/Group Filing(Check

below)

**EVP Human Resources** 

1804 EMBARCADERO ROAD

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PALO ALTO, CA 94303

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

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| (Instr. 3)                                       | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired or Dispos (D) (Instr. 3, 4 and 5) | ed of |                     |                    |                 |                                     |
|--|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|-----------------|-------------------------------------|
|  |                                    |            |                  | Code    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 23.14                           | 01/17/2012 | 01/17/2012       | A       |    | 35,000                                     |       | <u>(1)</u>          | 01/18/2022         | Common<br>Stock | 35,000                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP MARY LEE 1804 EMBARCADERO ROAD PALO ALTO, CA 94303

**EVP Human Resources** 

## **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).
- (1) The option award vests as to 8,750 shares on 01/03/13, and the remaining shares vest monthly thereafter from 02/03/13 to 01/03/16.

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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