

Hallee Garry W.  
Form 4  
February 24, 2012

**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 \*  
Hallee Garry W.

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

02/23/2012

EVP, Technology & Svc Delivery

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2012	02/23/2012	S <sup>(1)</sup>		10,000	D	\$ 25 76,558
Common Stock	02/23/2012	02/23/2012	M		6,471	A	\$ 4.25 83,029
Common Stock	02/23/2012	02/23/2012	S <sup>(1)</sup>		6,471	D	\$ 25 76,558
Common Stock	02/23/2012	02/23/2012	M		5,413	A	\$ 3 81,971
Common Stock	02/23/2012	02/23/2012	S <sup>(1)</sup>		5,413	D	\$ 25 76,558

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Common Stock	02/23/2012	02/23/2012	M	3,529	A	\$ 7.5	80,087	D	
Common Stock	02/23/2012	02/23/2012	S <sup>(1)</sup>	3,529	D	\$ 25	76,558	D	
Common Stock							39,066	I	The Hallee Living Trust

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

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(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. 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)	8. 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)	\$ 4.25	02/23/2012	02/23/2012	M	6,471	<u>(2)</u> 03/23/2015	Common Stock	6,471	
Employee Stock Option (Right to Buy)	\$ 3	02/23/2012	02/23/2012	M	5,413	<u>(2)</u> 01/30/2014	Common Stock	5,413	
Employee Stock Option (Right to Buy)	\$ 7.5	02/23/2012	02/23/2012	M	3,529	<u>(2)</u> 09/19/2016	Common Stock	3,529	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hallee Garry W. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303			EVP, Technology & Svc Delivery	

## Signatures

Joanne E. Burns,  
Attorney-in-Fact

02/24/2012

\_\_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 10b5-1 trading plan adopted by the reporting person on May 12, 2011.
  - (2) 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.