Jones Christopher L. Form 4 May 02, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Jones Christopher L.

2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP & Chief Investment Officer

Ownership

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2012

Director 10% Owner Other (specify

X_ Officer (give title below)

1804 EMBARCADERO ROAD

(Street)

(State)

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 Person

PALO ALTO, CA 94303

(City)

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

\$

(2)

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acquire	ed (A)	5. Amount of	
Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)				Securities	
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	
		(Month/Day/Year)	(Instr. 8)				Owned	
							Following	
					(A)		Reported	
					(A)		Transaction(s)	
			Code V	Amount	or (D) 1	Price	(Instr. 3 and 4)	

neficially Form: Direct (D) ned lowing or Indirect orted nsaction(s) (Instr. 4)

Common 05/01/2012 05/01/2012 Stock

 $S^{(1)}$ 12,500 D

22.7209 141,852

D

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.

SEC 1474 (9-02)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

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

Edgar Filing: Jones Christopher L. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
						Date Expiration Exercisable Date	Title Number	er		
							Date	of		
				Code V	(A) (D)			Shares	S	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Jones Christopher L. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303

EVP & Chief Investment Officer

Signatures

Joanne E. Burns, 05/02/2012 Attorney-in-Fact

**Signature of Reporting Person

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).
- 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, **(1)**
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$22.59 to \$22.94, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commisson, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.

Reporting Owners 2