Edgar Filing: Sims Raymond J. - Form 4

Form 4 May 16, 201										
FORM	ЛЛ							OMB AP	PROVAL	
	UNITED	STATES SEC	CURITIES A Washington			OMMISSION	OMB Number:	3235-0287		
Check th if no lon	cor					Expires:	January 31, 2005			
subject t Section Form 4 o Form 5	o STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligations may continue. See Instruction 1(b).										
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Sims Raymond J.			Symbol Is				5. Relationship of Reporting Person(s) to Issuer			
			Financial Engines, Inc. [FNGN]				(Check all applicable)			
(Last) (First) (Middle) 1804 EMBARCADERO ROAD							Director 10% Owner _X Officer (give title Other (specify below) EVP and CFO			
(Street)			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PALO ALT	TO, CA 94303					_	Form filed by Mo Form filed by Mo Person			
(City)	(State)	(Zip)	Fable I - Non-l	Derivative	Secur	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed3.4. STransaction Transaction TransactionTransaction Transaction				ed of (and 5		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
G			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	05/16/2012	05/16/2012	М	10,000	А	\$ 7.5	16,065	D		
Common Stock	05/16/2012	05/16/2012	S <u>(1)</u>	10,000	D	\$ 20.7643 (2)	6,065	D		

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5	05/16/2012	05/16/2012	М		10,000	<u>(3)</u>	09/19/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sims Raymond J. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303			EVP and CFO					
Signatures								
T E D								

Joanne E. Burns, 05/16/2012 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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.63 to \$20.93 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the

(2) to \$20.55 inclusive. The reporting person undertakes to provide, upon request, r-matchar Englises, inc., any shareholder thereof, of 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.

(3) 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.