Edgar Filing: Grossman Blake R. - Form 4

Grossman Blake Form 4 May 18, 2012	R.									
FORM 4	OMB A OMB Number:	PPROVAL 3235-0287								
Check this box Interest Januar									urs per	
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Grossman Blake R.			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	Financial Engines, Inc. [FNGN] 3. Date of Earliest Transaction				(Check all applicable)			
1804 EMBARCADERO ROAD			(Month/Day/Year) 05/16/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)				
PALO ALTO, C	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 						
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp lys a curre	or indirectly. Spond to the colle ained in this form ond unless the for ntly valid OMB co	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. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) orDisposed(D)(Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/16/2012	А		5,000		(2)	(2)	Common Stock	5,000

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
Grossman Blake R. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	Х			
Signatures				
Joanne E. Burns, Attorney-in-Fact	05/	18/2012		

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

Date

(2) The restricted stock units vest in four equal annual installments beginning 05/16/12.

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.

9