#### Edgar Filing: Sims Raymond J. - Form 4

Form 4										
June 21, 20	_							OMB AP	PROVAL	
FORM	UNITED		SECURITIES AND EXCHANGE CO Washington, D.C. 20549				OMMISSION	OMB Number:	3235-0287	
Check the check	oer							Expires:	January 31, 2005	
subject t Section Form 4 Form 5	to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							verage s per 0.5	
obligatio may cor <i>See</i> Instr 1(b).	ons Section 17(	suant to Sectio a) of the Public 30(h) of the	Utility Hol	ding Cor	npan	y Act of	1935 or Section			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Sims Raymond J.			8				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (A	(Middle) 3. Date of Earliest Transaction			(Check	(Check all applicable)				
1804 EMBARCADERO ROAD			(Month/Day/Year)				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)			
PALO ALT	ГО, СА 94303						_X_ Form filed by On Form filed by Mo Person			
(City)	(State)	(Zip) T	able I - Non-	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)		(D)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	06/20/2012	06/20/2012	М	10,000	А	\$ 7.5	16,065	D		
Common Stock	06/20/2012	06/20/2012	S <u>(1)</u>	10,000	D	\$ 21.0227 (2)	7 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	06/20/2012	06/20/2012	М		10,000	(3)	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								
I I D								

Joanne E. Burns, 06/21/2012 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 \$20.91 to \$21.17 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the

(2) to \$21.17 inclusive. The reporting person undertakes to provide, upon request, remarchar Engines, inc., any shareholder inercor, 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.

(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.