Edgar Filing: Jones Christopher L. - Form 4

| Jones Christ | topher L. | | | | | | | | | | | |
|--|----------------------|---|------------|---|------------|--------|--------------|--|----------------------------------|------------------------|--|--|
| Form 4 | _ | | | | | | | | | | | |
| July 02, 201 | 2 | | | | | | | | | | | |
| FORM | | | CECU | | | | NCE CO | | OMB AP | OMB APPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | DMMISSION | OMB | 3235-0287 | | |
| Check th | nis box | | vva | isnington | , D.C. 20 | 549 | | | Number: | January 31, | | |
| if no lon | AENT OF | 5 CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | Expires: | 2005 | | | |
| subject to STATEMENT OF C | | | | SECURITIES | | | | | Estimated average | | | |
| Form 4 | | | | 52001 | | | | | burden hours per response 0.5 | | | |
| Form 5 | Filed put | suant to S | ection 1 | 16(a) of th | e Securit | ties E | Exchange | Act of 1934, | | | | |
| obligation may con | | a) of the H | Public U | Itility Hol | ding Con | npan | y Act of | 1935 or Section | | | | |
| See Insti | | 30(h) | of the II | nvestment | Compar | iy Ac | et of 1940 |) | | | | |
| 1(b). | | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| 1. Name and | Address of Reporting | Person * | 2 Icene | er Name and | Ticker or | Tradi | ng | 5. Relationship of F | Reporting Perso | on(s) to | | |
| Jones Chris | | | Symbol | 2. Issuer Flame and Frener of Frading | | | | Issuer | | | | |
| | • | | - | ancial Engines, Inc. [FNGN] | | | | | | | | |
| (Last) | (First) (| Middle) | | C C | _ | | | (Check | all applicable) | | | |
| | | | | Date of Earliest Transaction Ionth/Day/Year) | | | | Director 10% Owner | | | | |
| | | | 06/28/2012 | | | | | X_ Officer (give title Other (specify below) | | | | |
| (Street) 4. If | | | | | | | | EVP & Chief Investment Officer | | | | |
| | | | | . If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | | - | | | | Applicable Line) | | | | |
| | | | | | | | | _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| PALO ALT | FO, CA 94303 | | | | | | - | Form filed by Mc Person | ore than One Rep | oorting | | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative | Secur | ities Acqu | ired, Disposed of, | or Beneficiall | y Owned | | |
| 1.Title of | 2. Transaction Date | | | 3. 4. Securities Acquired (A) | | | | 5. Amount of | 6. | 7. Nature of | | |
| Security (Instr. 3) | (Month/Day/Year) | Execution any | Date, 1f | Transactio Code | | | | Securities Beneficially | Ownership Form: | Indirect Beneficial | | |
| (11501.5) | | (Month/Day/Year) | | Code (Instr. 3, 4 and 5) (Instr. 8) | | | | Owned | | Ownership | | |
| | | | | | | | Following | (Instr. 4) | | | | |
| | | | | | | (A) | | Reported Transaction(s) | (I) (Instr. 4) | | | |
| | | | | Codo V | Amount | or | Drice | (Instr. 3 and 4) | (mout i) | | | |
| | | | | Code V | Amount | (D) | Price \$ | | | | | |
| Common | 06/28/2012 | 06/28/20 | 12 | S (1) | 13,852 | D | ¢ 20.1267 | 155,500 | D | | | |
| Stock | | | | | | | (2) | | | | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title (Derivati Security (Instr. 3) | ve Conversion or Exercise | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amou Unde Secur | le and ant of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|--|------------------------------|---|---------------------------------------|---|---------------------|--------------------|-----------------------|---|---|--|
| | | | Code V | . , | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|--------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Jones Christopher L. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303 | | | EVP & Chief Investment Officer | | | | | |
| Signatures | | | | | | | | |
| Joanne E. Burns, | 06 | 20/2012 | | | | | | |

Attorney-in-Fact 06/29/2012

<u>**</u>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 November 17, 2011.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.48, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the

(2) to \$20.46, inclusive: The reporting person undertakes to provide, upon request, Financial Engines, inc., any shareholder inereor, or 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.

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.