Hallee Garry W. Form 4 July 10, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hallee Garry W.

(First) (Middle)

1804 EMBARCADERO ROAD

(Street)

07/09/2012

2. Issuer Name and Ticker or Trading

Symbol Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

EVP, Technology & Svc Delivery

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)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/09/2012	07/09/2012	Code V $S_{(1)}$	Amount 6,558	(D)	Price \$ 20.1376 (2)	30,000	D	
Common Stock	07/09/2012	07/09/2012	M	1,775	A	\$ 7.5	31,775	D	
Common Stock	07/09/2012	07/09/2012	S(3)	1,775	D	\$ 20.1358 (4)	30,000	D	
Common Stock							39,066	I	The Hallee Living

Trust

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)

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 one Derivative 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	07/09/2012	07/09/2012	М	1,775	<u>(5)</u>	09/19/2016	Common Stock	1,775

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Ot

ther

Relationships

Hallee Garry W. EVP,

1804 EMBARCADERO ROAD Technology & PALO ALTO, CA 94303 Svc Delivery

Signatures

Joanne E. Burns, 07/10/2012 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 persuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2011.

(2)

Reporting Owners 2

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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 \$20.39 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, 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.

- (3) The sale reported in this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2011.
 - The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.01 to \$20.40, 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.
- (5) 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.