Sims Raymond J. Form 4 July 11, 2012

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response...

may continue. See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Sims Raymond J.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol Financial Engines, Inc. [FNGN]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

1804 EMBARCADERO ROAD

07/10/2012

X_ Officer (give title _ Other (specify below)

EVP and CFO

(Street)

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

PALO ALTO, CA 94303

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e 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. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or	` '	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	07/10/2012	07/10/2012	M	8,333	A	\$ 7.5	14,398	D	
Common Stock	07/10/2012	07/10/2012	S <u>(1)</u>	8,333	D	\$ 20.4597 (2)	6,065	D	
Common Stock	07/10/2012	07/10/2012	M	1,667	A	\$ 7.5	7,732	D	
Common Stock	07/10/2012	07/10/2012	S <u>(1)</u>	1,667	D	\$ 20.4597 (2)	6,065	D	

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

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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. Transactic Code (Instr. 8)	5. Number on 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	07/10/2012	07/10/2012	M	8,333	<u>(3)</u>	09/19/2016	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 7.5	07/10/2012	07/10/2012	M	1,667	(3)	09/19/2016	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Sims Raymond J.

1804 EMBARCADERO ROAD EVP and CFO

PALO ALTO, CA 94303

Signatures

Joanne E. Burns, Attorney-in-Fact 07/11/2012

**Signature of Reporting Person Date

Reporting Owners 2

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 \$20.26 to \$20.57 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.
- (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.