Edgar Filing: Raffone Lawrence M. - Form 4

| Raffone Law | rence M. | | | | | | | | | | |
|---|---|--|---|-----------------------------|---|-------------------|------------|--|--|-------------------------------|--|
| Form 4 | 012 | | | | | | | | | | |
| August 08, 2 | | | | | | | | | OMB AF | PPROVAL | |
| | UNITED | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 o | ger STATEN 6. | | | | | | | | | | |
| Form 5 obligation may cont <i>See</i> Instru 1(b). | ns Section 17(| 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 | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Raffone Lawrence M. | | | 2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (N | /liddle) | 3. Date of Earliest Transaction (Chec | | | | | k all applicable) | | | |
| . , | RPRISE WAY, 3 | | (Month/D 08/07/20 | ay/Year) | ansaction | | | Director Officer (give below) EVP, Sale | | Owner er (specify vices | |
| SUNNYVA | | | | ndment, Da hth/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) | Tabl | e I - Non-D | erivative S | Securi | ties Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Executio: any | Execution Date, if | | 4. Securit on(A) or Di (Instr. 3, 4 | sposed 4 and 5 | l of (D) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 08/07/2012 | 08/07/2 | .012 | М | 10,000 | A | \$ 6.51 | 124,321 | D | | |
| Common Stock | 08/07/2012 | 08/07/2 | .012 | S <u>(1)</u> | 10,000 | D | \$ 22 | 114,321 | D | | |

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.

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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) | \$ 6.51 | 08/07/2012 | 08/07/2012 | М | 10,000 | <u>(2)</u> | 11/11/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|------------------------------|-------|--|--|--|
| I B | Director | 10% Owner | Officer | Other | | | |
| Raffone Lawrence M. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089 | | | EVP, Sales & Client Services | | | | |
| Signatures | | | | | | | |
| Joanne E. Burns, Attorney-in-Fact | 0 | 08/08/2012 | | | | | |
| <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 May 25, 2012.
- (2) The option award vests as to 33,660 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/12.

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.