Berg-Lacy E. Olena Form 4 August 30, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Berg-Lacy E. Olena Issuer Symbol Financial Engines, Inc. [FNGN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title 1050 ENTERPRISE WAY, 3RD 08/29/2012 below) **FLOOR** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SUNNYVALE, CA 94089

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative s	Secur	ities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	08/29/2012	08/29/2012	Code V	Amount 833	or (D)	Price \$ 6.51	(Instr. 3 and 4)	D	
Stock Common Stock	08/29/2012	08/29/2012	S	833	D	\$ 21.1	0	D	
Common Stock	08/29/2012	08/29/2012	M	4,167	A	\$ 8.75	4,167	D	
Common Stock	08/29/2012	08/29/2012	S	4,167	D	\$ 21.1	0	D	

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative 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	
Stock Option (Right to Buy)	\$ 6.51	08/29/2012	08/29/2012	M	833	<u>(1)</u>	12/17/2018	Common Stock	833	
Stock Option (Right to Buy)	\$ 8.75	08/29/2012	08/29/2012	M	4,167	(2)	01/26/2020	Common Stock	4,167	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Berg-Lacy E. Olena 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	X						

Signatures

Joanne E. Burns, Attorney-in-Fact 08/30/2012

**Signature of Reporting Person Dat

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 option award vests as to 12,500 shares on 12/17/09, and the remaining shares vest monthly thereafter from 01/17/10 to 12/17/12.

Reporting Owners 2

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(2) The option award vests as to 2,500 shares on 1/26/2011, and the remaining shares vest monthly thereafter from 2/26/11 to 1/26/2014. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.							