#### SHARP MARY LEE

Form 4

November 19, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SHARP MARY LEE

2. Issuer Name and Ticker or Trading Symbol

Financial Engines, Inc. [FNGN]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

1050 ENTERPRISE WAY, 3RD

**FLOOR** 

(City)

1. Title of

Security

(Instr. 3)

(Month/Day/Year)

11/16/2012

below)

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below) **EVP Human Resources** 

(Street)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

(State) 2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.22	11/16/2012		A		17,350		<u>(1)</u>	11/16/2022	Common Stock	17,350
Restricted Stock Units	<u>(2)</u>	11/16/2012		A		2,990		(3)	(3)	Common Stock	2,990

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP MARY LEE 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

**EVP Human Resources** 

## **Signatures**

Joanne E. Burns, Attorney-in-Fact

11/19/2012

\*\*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 option award vests as to 4,337 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.
- (2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (3) The restricted stock units vest in four equal annual installments beginning 11/16/13.

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.

Reporting Owners 2