

Maggioncalda Jeffrey Nacey
 Form 4
 November 20, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
 Maggioncalda Jeffrey Nacey

(Last) (First) (Middle)
 1050 ENTERPRISE WAY, 3RD FLOOR
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 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	11/18/2012	11/18/2012	M	6,772 A	\$ 0 64,061	I	The Maggioncalda Family Trust
Common Stock	11/18/2012	11/18/2012	F	2,824 D	\$ 26.22 61,237	I	The Maggioncalda Family Trust
Common Stock					20,000 ⁽¹⁾	I	By Child
Common Stock					20,000	I	By Child
					20,000	I	Vy Child

Common
Stock

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

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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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 26.22	11/16/2012		A	86,720	<u>(2)</u> 11/16/2022	Common Stock	86,720
Restricted Stock Units	<u>(3)</u>	11/16/2012		A	14,930	<u>(4)</u> <u>(4)</u>	Common Stock	14,930
Restricted Stock Units	<u>(3)</u>	11/18/2012	11/18/2012	M	6,772	<u>(5)</u> <u>(5)</u>	Common Stock	6,772

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maggioncalda Jeffrey Nacey 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	X		CEO	

Signatures

Joanne E. Burns,
Attorney-in-Fact

11/20/2012

__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 reporting person no longer claims beneficial ownership in the 20,000 shares owned by his daughter and included in prior ownership reports, for Section 16 or any other purpose.
- (2) The option award vests as to 21,680 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.
- (3) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (4) The restricted stock units vest in four equal annual installments beginning 11/16/13.
- (5) The restricted stock units vest in four equal installments beginning 11/18/12.

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.