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Form 4	*								
December 2	ЛЛ							OMB AF	PROVAL
	UNITED	STATES SECU Wa	RITIES A shington			NGE CO	OMMISSION	OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 o Form 5 obligation may con	ger o 16. or Filed pur ^{nns} tinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 19 30(h) of the Investment Company Act of 1940					Act of 1934, 1935 or Section	January 31 2009 Estimated average burden hours per response 0.9	
See Instr 1(b).	ruction	50(ii) of the ii	ivestillen	t Compa	1y 2 K		,		
(Print or Type	Responses)								
1. Name and A Jones Chris	Symbol	I issuer runne und riener er riudnig				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1050 ENTE FLOOR	(Month/					Director 10% Owner _X Officer (give title Other (specify below) below)			
		Filed(Month/Day/Year)				EVP & Chief Investment Officer 5. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVA	ALE, CA 94089					-	Form filed by Mo Person	ore than One Rej	porting
(City)	(State)	(Zip) Tab	ole I - Non-J	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/19/2012	12/19/2012	Code V M	Amount 12,500	or (D)	Price \$ 6.51	Transaction(s) (Instr. 3 and 4) 159,062	(Instr. 4) D	
Common Stock	12/19/2012	12/19/2012	S <u>(1)</u>	12,500	D	\$ 27.3101	146,562	D	

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. 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	12/19/2012	12/19/2012	М	12,500	(3)	11/11/2018	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Jones Christopher L. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP & Chief Investment Officer				
Signatures							
Joanne E. Burns, Attorney-in-Fact	1	2/20/2012					
**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 sale reported in this Form 4 was effected persuant to a 10b5-1 trading plan adopted by the reporting person on June 4, 2012.

(2) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$27.085 to \$27.55, 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.