### Edgar Filing: Jones Christopher L. - Form 4

Jones Christ Form 4	topher L.								
January 25,	2013								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB APPROVAL	
			Washington					OMB Number:	3235-0287
Check th if no lon	gor							Expires:	January 31, 2005
subject to Section 16. Form 4 or			SECUI	RITIES				Estimated a burden hour response	verage
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(			lding Co	mpan	y Act of	1935 or Section	l	
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> Jones Christopher L.			2. Ibbuer Hume und Hener of Humg				5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (I		ate of Earliest T			]	(Check	all applicable	)
. ,	ERPRISE WAY, 3	(Mo	nth/Day/Year) 24/2013	Tansaction			Director X Officer (give t below) EVP & Chie		
(Street)			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SUNNYVA	ALE, CA 94089						_X_ Form filed by O Form filed by Mo Person		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)		(D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/24/2013	01/24/2013	М	4,000	А	\$ 6.51	150,562	D	
Common Stock	01/24/2013	01/24/2013	S <u>(1)</u>	4,000	D	\$ 32.3887 (2)	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 on f 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)16	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.51	01/24/2013	01/24/2013	М	4,000	(3)	11/11/2018	Common Stock	4,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Jones Christopher L. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP & Chief Investment Officer			
Signatures						

Joanne E. Burns,	01/25/2013		
Attorney-in-Fact	01/23/2013		
**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 November 14, 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 \$31.88 to \$32.70, 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.

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