

Maggioncalda Jeffrey Nacey  
 Form 4  
 February 04, 2013

**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)  
 01/31/2013

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2013	01/31/2013	M		15,000	A	\$ 6.51	76,237	I	The Maggioncalda Family Trust
Common Stock	01/31/2013	01/31/2013	S <sup>(1)</sup>		15,000	D	\$ 33.2927 <u>(2)</u>	61,237	I	The Maggioncalda Family Trust
Common Stock	01/31/2013	01/31/2013	M		18,008	A	\$ 3	79,245	I	The Maggioncalda Family Trust
Common Stock	01/31/2013	01/31/2013	M		23,529	A	\$ 4.25	102,774	I	The Maggioncalda

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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)
Common Stock		01/31/2013	01/31/2013	M	1,280	A \$ 6.51 104,054 I	Family Trust The Maggioncalda Family Trust
Common Stock		01/31/2013	01/31/2013	M	9,014	A \$ 7.5 113,068 I	The Maggioncalda Family Trust
Common Stock						20,000 I	By Child <sup>(3)</sup>
Common Stock						20,000 I	By Child
Common Stock						20,000 I	By Child

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)
Employee Stock Option (Right to Buy)	\$ 6.51	01/31/2013	01/31/2013	M	15,000	<sup>(4)</sup> 11/11/2018	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 3	01/31/2013	01/31/2013	M	18,008	<sup>(5)</sup> 01/30/2014	Common Stock 18,008
Employee Stock Option	\$ 4.25	01/31/2013	01/31/2013	M	23,529	<sup>(5)</sup> 03/23/2015	Common Stock 23,529

