Maggioncalda Jeffrey Nacey Form 4 February 15, 2013

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Maggioncalda Jeffrey Nacey			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
1050 ENTERPRISE WAY, 3RD FLOOR		7, 3RD	(Month/Day/Year) 02/14/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVALE, CA 94089			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4)	ed of	` ′	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	02/14/2013	02/14/2013	M	13,236	A	\$ 6.51	126,304	I	The Maggioncalda Family Trust
Common Stock	02/14/2013	02/14/2013	S <u>(1)</u>	13,236	D	\$ 33.7822 (2)	13,068	I	The Maggioncalda Family Trust
Common Stock	02/14/2013	02/14/2013	M	1,764	A	\$ 7.5	114,832	I	The Maggioncalda Family Trust
Common Stock	02/14/2013	02/14/2013	S(1)	1,764	D	\$ 33.7822	113,068	I	The Maggioncalda

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						(2)			Family Trust
Common Stock	02/14/2013	02/14/2013	M	11,100	A	\$ 7.5	124,168	I	The Maggioncalda Family Trust
Common Stock	02/14/2013	02/14/2013	M	6,368	A	\$ 7.99	130,536	I	The Maggioncalda Family Trust
Common Stock	02/14/2013	02/14/2013	M	4,319	A	\$ 7.5	134,855	I	The Maggioncalda Family Trust
Common Stock							20,000	I	By Child (3)
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.

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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. Transactic 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 o 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	02/14/2013	02/14/2013	M	13,236	<u>(4)</u>	11/11/2018	Common Stock	13,236
Employee Stock Option (Right to Buy)	\$ 7.5	02/14/2013	02/14/2013	M	12,864	(5)	09/19/2016	Common Stock	12,864

Employee Stock Option (Right to Buy)	\$ 7.5	02/14/2013	02/14/2013	M	4,319	<u>(5)</u>	09/16/2016 Common Stock 4,31	19
Employee Stock Option (Right to Buy)	\$ 7.99	02/14/2013	02/14/2013	M	6,368	<u>(5)</u>	11/09/2019 Common Stock 6,36	58

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	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

**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 pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2012.
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$33.35 to \$34.16 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.
- 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.
- (4) The option award is fully vested.
- (5) 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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