Edgar Filing: Cappel Anne Tuttle - Form 4

Cappel Anne Form 4										
March 13, 2	ЛЛ	STATES SECU	URITIES A	AND EX	CHA	ANGE CO	OMMISSION	OMB AF	PROVAL	
Check th if no lon subject t	iis box ^{ger} STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
Section Form 4 of Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur Filed pur Section 17(SECURITIES Estimated average burden hours per response Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 0.5								
(Print or Type	Responses)									
							5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) EVP & General Counsel			
			Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	ALE, CA 94089					1	Person	ore than One Rej	porting	
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	omr Dispos (Instr. 3,	sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/12/2013	03/12/2013	Code V M	Amount 4,500	or (D) A	Price \$ 2.5	(Instr. 3 and 4)	D		
Common Stock	03/12/2013	03/12/2013	S <u>(1)</u>	4,500	D	\$ 33.6692 (2)	6,278	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)	ve Expiration Date (Month/Day/Year) f		7. Title and Amount of Underlying Securities (Instr. 3 and 4)1	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.5	03/12/2013	03/12/2013	М	4,500	(3)	11/07/2013	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Cappel Anne Tuttle 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP & General Counsel				
Signatures							

Joanne E. Burns,	03/13/2013		
Attorney-in-Fact	03/13/2013		
**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 pursuant to a Rule 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 \$33.52 to \$33.87, 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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