

Financial Engines, Inc.
 Form 4
 June 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 *
 Sims Raymond J.

(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)
 06/03/2013

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)
 EVP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/03/2013	06/03/2013	M		4,010	A	\$ 7.99
							11,137
Common Stock	06/03/2013	06/03/2013	S ⁽¹⁾		4,010	D	\$ 42.3504
							7,127
Common Stock	06/03/2013	06/03/2013	M		990	A	\$ 7.99
							8,117
Common Stock	06/03/2013	06/03/2013	S ⁽¹⁾		990	D	\$ 43.2295
							7,127

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staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$43.04 to \$43.44 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3)
- (4) The option award vests as to 21,871 shares on 11/09/10, and the remaining shares vest monthly thereafter from 12/09/10 to 11/09/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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