Financial Engines, Inc. Form 4

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June 10, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHARP MARY LEE			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Financial Engines, Inc. [FNGN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
			(Month/Day/Year)	Director 10% Owner			
1050 ENTERPRISE WAY, 3RD			06/07/2013	_X_ Officer (give title Other (specify			
FLOOR				below) below) EVP Human Resources			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVALE, CA 94089				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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) omr Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	06/07/2013	06/07/2013	Code V M	Amount 400	(D)	Price \$ 23.14	(Instr. 3 and 4) 400	D	
Common Stock	06/07/2013	06/07/2013	S <u>(1)</u>	400	D	\$ 43.255 (2)	0	D	
Common Stock	06/07/2013	06/07/2013	M	329	A	\$ 23.14	329	D	
Common Stock	06/07/2013	06/07/2013	S <u>(1)</u>	329	D	\$ 44.3137 (3)	0	D	

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

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SEC 1474 (9-02)

> 8. F Der Sec (Ins

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)		Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of 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)	\$ 23.14	06/07/2013	06/07/2013	M	729	<u>(4)</u>	01/17/2022	Common Stock	729

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP MARY LEE 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP Human Resources

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 persuant to a 10b5-1 trading plan adopted by the reporting person on November 19, 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 \$42.92 to \$43.62 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

Reporting Owners 2

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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 \$44.19 to \$44.46, 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.
- (4) The option award vests as to 8,750 shares on 01/03/13, and the remaining shares vest monthly thereafter from 02/03/13 to 01/03/16. 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.