Financial Engines, Inc. Form 4

June 19, 2013

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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).

Stock

Form 5

obligations

may continue.

See Instruction

(Print or Type I	Responses)									
1. Name and A Cappel Ann	Symbol	2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle) 3. Date of	3. Date of Earliest Transaction				(Check all applicable)			
1050 ENTE FLOOR		(Month/Day/Year) 06/18/2013				Director 10% Owner Specify Delow)				
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVA	LE, CA 94089						Form filed by l			
		(G' )					Person			
(City)	(State)	(Zip) Tak	ole I - Non-I	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			ed of (D)	5. Amount of 6. Ownership 7. Nat Securities Form: Direct Indire Beneficially (D) or Benef Owned Indirect (I) Owner Following (Instr. 4) (Instr.			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	06/18/2013	06/18/2013	M	4,000	A	\$ 2.5	10,278	D		
Common Stock	06/18/2013	06/18/2013	S <u>(1)</u>	4,000	D	\$ 47.11 (2)	6,278	D		
Common Stock	06/18/2013	06/18/2013	M	500	A	\$ 2.5	6,778	D		
Common	06/18/2013	06/18/2013	S <u>(1)</u>	500	D	\$ 47.48	6,278	D		

(3)

#### Edgar Filing: Financial Engines, Inc. - Form 4

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.

SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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)	\$ 2.5	06/18/2013	06/18/2013	M	4,500	<u>(4)</u>	11/07/2013	Common Stock	4,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cappel Anne Tuttle 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

**EVP & General Counsel** 

## **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 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 \$46.405 to \$47.40, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof,

Reporting Owners 2

#### Edgar Filing: Financial Engines, Inc. - Form 4

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 price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.43 (3) to \$47.54 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the SEC, full information regarding the number of shares sold at each separate price within the range set forth in his footnote.
- (4) 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.