Edgar Filing: Financial Engines, Inc. - Form 4

Financial Er	ngines, Inc.										
Form 4	2										
July 19, 2013									OMB APPROVAL		
FORM	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may con See Instr	ger o 16. or Filed pur ons tinue.	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							Expires: Estimated a burden hour response		
1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> O Donnell Kelly			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]				0	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle) 3.	Date of Earl	iest T	ransaction		-	(Check	c all applicable)	
1050 ENTERPRISE WAY, 3RD FLOOR			(Month/Day/Year) 07/18/2013					Director 10% Owner X Officer (give title Other (specify below) EVP Marketing			
			If Amendment, Date Original Filed(Month/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 Person 			
(City)	(State)	(Zip)									
	. ,	-		Non-I			-	ired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Cod Year) (Ins	e tr. 8)	4. Securi on(A) or D (Instr. 3, Amount	ispose 4 and (A) or	d of (D)	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	07/18/2013	07/18/2013			2,500	A		12,100	D		
Stock Common Stock	07/18/2013	07/18/2013			2,500	D	\$ 47.744 (2)		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)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)16	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.64	07/18/2013	07/18/2013	М	2,500	(3)	03/15/2021	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
O Donnell Kelly 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP Marketing				
Signatures							

Joanne E. Burns,	

**Signature of Reporting Person

Attorney-in-Fact

07/19/2013

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 March 8, 2013.

(2) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.34 to \$48.10, 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) The option award vests as to 2,500 shares on 03/15/2012, and the remaining shares vest monthly thereafter from 04/15/12 to 03/15/15.

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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