Financial Engines, Inc. Form 4 September 10, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sims Raymond J.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1050 ENTERF	PRISE WAY	, 3RD	09/10/2013	X Officer (give title Other (specify below)		
FLOOR				EVP and CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SUNNYVALE	E, CA 94089			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
(Ilisti. 3)		any (Month/Day/Year)	(Instr. 8)	(IIISII. 3, 4 and 3)	Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common							

Stock	09/10/2013	09/10/2013	M	5,000	A	\$ 7.99	12,127	D
Common Stock	09/10/2013	09/10/2013	S(1)	5,000	D	\$ 58.5433 (2)	7,127	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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 7.99	09/10/2013	09/10/2013	M	5,000	(3)	11/09/2019	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Sims Raymond J. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP and CFO

## **Signatures**

Joanne E. Burns, Attorney-in-Fact

09/10/2013

\*\*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 February 25, 2013.
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.05 to \$58.82 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 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. 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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