Financial Engines, Inc. Form 4 October 23, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 * Hallee Garry W.			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1050 ENTERP	RISE WAY	, 3RD	(Month/Day/Year) 10/22/2013	Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Technology & Svc Delivery		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check 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-	Derivativ	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. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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 Stock	10/22/2013	10/22/2013	M	9,600	A	\$ 7.99	97,524	D	
Common Stock	10/22/2013	10/22/2013	S <u>(1)</u>	9,600	D	\$ 56.2248 (2)	87,924	D	
Common Stock	10/22/2013	10/22/2013	M	400	A	\$ 7.99	88,324	D	
Common Stock	10/22/2013	10/22/2013	S <u>(1)</u>	400	D	\$ 56.2539 (3)	87,924	D	
							37,066	I	

Edgar Filing: Financial Engines, Inc. - Form 4

Common The Stock Hallee Living Trust

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ities (Month/Day/Year) ired (A) sposed of		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	10/22/2013	10/22/2013	M	10,000	<u>(4)</u>	11/11/2018	Common Stock	10,000

Reporting Owners

B # 6 N // 11	Kelationships
Reporting Owner Name / Address	
F	

Director 10% Owner Officer Other

Hallee Garry W. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP, Technology & Svc Delivery

Signatures

Joanne E. Burns, Attorney-in-Fact

**Signature of Reporting Person Date

Reporting Owners 2

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 10b5-1 trading plan adopted by the reporting person on May 14, 2013.
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.88 to \$56.75 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.
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$56.92 to \$57.01 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.
- (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. 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.