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Financial Er Form 4 October 30,	-										
FORN	ЛЛ									OMB AF	PROVAL
	UNITED	STATES						ANGE CO	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or			Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hour response	0
Form 5 obligatio may con See Instr 1(b). (Print or Type 2	tinue. Section 17(a) of the l	Public U	tility 1	Hol	ding Co	mpan	•	Act of 1934, 1935 or Section)		
		ъ *							5 5 1 4 1 6		
1. Name and A Jones Chris	8						5. Relationship of I Issuer	Relationship of Reporting Person(s) to suer			
(Last)	(First) (Middle)				ransaction]	(Check	all applicable)
1050 ENTE FLOOR							Director 10% Owner _X Officer (give title Other (specify below) below) EVP & Chief Investment Officer				
	(Street)		4. If Ame Filed(Mo			ate Origina r)	al		6. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo	ne Reporting Pe	rson
	ALE, CA 94089							:	Person	ore than one Re	porting
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if			Code (Instr.					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	10/20/2012	10/20/20	10		V	Amount	(D)	Price		D	
Stock	10/30/2013	10/30/20)13	Μ		2,851	А	\$ 7.5	64,413	D	
Common Stock	10/30/2013	10/30/20)13	S <u>(1)</u>		2,851	D	\$ 57.0483 (2)	61,562	D	
Common Stock	10/30/2013	10/30/20)13	М		1,600	А	\$ 7.5	63,162	D	
Common Stock	10/30/2013	10/30/20	013	S <u>(1)</u>		1,600	D	\$ 58.383 (3)	61,562	D	
Common Stock	10/30/2013	10/30/20	013	М		549	А	\$ 7.5	62,111	D	

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Common	10/30/2013	10/30/2013	S ⁽¹⁾	549	р	\$ 58.995	61,562	D
Stock	10/30/2013	10/30/2013	3 <u>(-)</u>	549	D	(4)	01,302	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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)	5. Number on f Derivative Securities 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)	\$ 7.5	10/30/2013	10/30/2013	М	5,000	(5)	09/19/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
1	Director	10% Owner	Officer	Other					
Jones Christopher L. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP & Chief Investment Officer						
Signatures									
Joanne E. Burns, Attorney-in-Fact	1	10/30/2013							

**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 persuant to a 10b5-1 trading plan adopted by the reporting person on May 27, 2013.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$56.52 to \$57.47 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the

- (2) 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.
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$57.58(3) to \$58.885, 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 this footnote.
- (4) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.89 to \$59.17, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., an ...
- (5) 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.