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Financial En Form 4	ngines, Inc.											
January 21,	2014											
							OMB AP	OMB APPROVAL				
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
if no lor	loer				TNT	DENIEL				Expires:	January 31, 2005	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI Section 16. Form 4 or						EKSHIP OF	Estimated a burden hour response	average Irs per				
Form 5	Filed pur	suant to S	Section 1	6(a) o	of th	e Securi	ties 1	Exchange	Act of 1934,	10300130	0.0	
obligation may cor				•		•	-	•	1935 or Section	l		
See Inst	ruction	30(h)	of the Ir	ivestm	lent	Compa	ny A	ct of 194()			
1(b).												
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> SHARP MARY LEE			2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		Financi	al Eng	gine	es, Inc. []	FNG	N]	(Check all applicable)				
(Last)	(First) (1	Middle)				ransaction						
1050 ENTI	ERPRISE WAY, 3	3RD	(Month/I 01/21/2	-	ar)				Director 10% Owner X_ Officer (give title Other (specify below) below) EVP Human Resources			
FLOOR												
(Street) 4. If Amendment, Date 0												
	(Street)		4. If Am	endmen	t, Da	ate Origin	al		6. Individual or Joi	nt/Group Filin	g(Check	
	(Street)		4. If Ame Filed(Mo			-	al		6. Individual or Joi Applicable Line)			
SUNNYVA	(Street) ALE, CA 94089					-	al			ne Reporting Per	son	
SUNNYVA (City)		(Zip)	Filed(Mo	nth/Day/	/Yea	r)			Applicable Line) _X_ Form filed by O Form filed by Mo	ne Reporting Per ore than One Rep	rson porting	
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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.

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 onof 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)	\$ 26.22	01/21/2014	01/21/2014	М	1,264	<u>(4)</u>	11/16/2022	Common Stock	1,264

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting officer tame (rear cos	Director	10% Owner	Officer	Other			
SHARP MARY LEE 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP Human Resources				
Signatures							

Joanne E. Burns, Attorney-in-Fact 01/21/2014

**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 August 12, 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 \$67.59 to \$68.49, 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

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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 \$68.70 to \$68.72 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the

- (3) to solve inclusive. The reporting person undertakes to provide, upon request, Financial Englies, inc., any shareholder inference, 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 4,337 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.

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.