

Financial Engines, Inc.
Form 4
January 29, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maggioncalda Jeffrey Nacey

(Last) (First) (Middle)

1050 ENTERPRISE WAY, 3RD FLOOR

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)	Price		The Maggioncalda Family Trust
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	4,601	D \$ 60.0465	10,399	I By Child
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	399	D \$ 60.5175	10,000	I By Child
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	4,400	D \$ 60.0221	10,600	I by Child

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						(4)			
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	600	D	\$ 60.5083	10,000	I	By Child
						(5)			
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	4,200	D	\$ 59.9861	10,800	I	By Child
						(6)			
Common Stock	01/28/2014	01/28/2014	S ⁽¹⁾	800	D	\$ 60.4954	10,000	I	By Child
						(7)			

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

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(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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maggioncalda Jeffrey Nacey 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	X		CEO	

Signatures

Joanne E. Burns,
Attorney-in-Fact

01/29/2014

__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 pursuant to a 10b5-1 trading plan adopted by the reporting person on November 13, 2013.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.50 to \$60.46 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.

(2)

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.51 to \$60.54 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 price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$59.455 to \$60.38, 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 price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.46 to \$60.54 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.

(5)

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.36 to \$60.35 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.

(6)

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.37 to \$60.55 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 his footnote.

(7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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