

Financial Engines, Inc.
 Form 3
 May 06, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Campbell Michael Jerome		(Month/Day/Year)	Financial Engines, Inc. [FNGN]	
(Last)	(First)	(Middle)	05/01/2014	
1050 ENTERPRISE WAY, 3RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SUNNYVALE, CA 94089			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Technology	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,853	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option ISO (Right to buy)	Â (1)	03/23/2015	Common Stock	18,529	\$ 4.25	D	Â
Employee Stock Option ISO (Right to buy)	Â (1)	03/24/2016	Common Stock	13,333	\$ 7.5	D	Â
Employee Stock Option NQ (Right to buy)	Â (1)	03/24/2016	Common Stock	3,889	\$ 7.5	D	Â
Employee Stock Option ISO (Right to buy)	Â (1)	11/11/2018	Common Stock	15,360	\$ 6.51	D	Â
Employee Stock Option NQ (Right to buy)	Â (1)	11/11/2018	Common Stock	29,640	\$ 6.51	D	Â
Employee Stock Option ISO(Right to buy)	Â (1)	11/09/2019	Common Stock	12,515	\$ 7.99	D	Â
Employee Stock Option NQ (Right to buy)	Â (1)	11/09/2019	Common Stock	7,485	\$ 7.99	D	Â
Employee Stock Option NQ (Right to buy)	Â (2)	11/18/2021	Common Stock	9,700	\$ 21.39	D	Â
Employee Stock Option NQ (Right to buy)	Â (3)	11/16/2022	Common Stock	10,660	\$ 26.22	D	Â
Employee Stock Option NQ (Right to buy)	Â (4)	05/22/2023	Common Stock	10,925	\$ 42.8	D	Â
Employee Stock Option NQ (Right to buy)	Â (5)	11/22/2023	Common Stock	4,575	\$ 66.6	D	Â
Restricted Stock Units (6)	Â (7)	Â (8)	Common Stock	2,286	\$ 0	D	Â
Restricted Stock Units (6)	Â (9)	Â (8)	Common Stock	3,210	\$ 0	D	Â
Restricted Stock Units (6)	Â (10)	Â (8)	Common Stock	4,675	\$ 0	D	Â
Restricted Stock Units (6)	Â (11)	Â (8)	Common Stock	1,675	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Michael Jerome 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	Â	Â	Â EVP, Technology	Â

Signatures

Jeffrey C. Grace Attorney-in-fact For: Michael Jerome
Campbell

05/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully vested options.
- (2) The option award vests as to 2425 shares on 11/18/12, and the remaining shares vest monthly thereafter from 12/18/12 to 11/18/15.
- (3) The option award vests as to 2,665 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.
- (4) The option award vests 100% on 12/31/2015.
- (5) The option award vests as to 1143 shares on 11/22/14, and the remaining shares vest monthly thereafter from 12/22/14 to 11/22/17.
- (6) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (7) The restricted stock units vest in four annual installments beginning 11/18/2012.
- (8) No Expiration Date.
- (9) The restricted stock units vest in four annual installments beginning 11/16/2013.
- (10) The restricted stock units vest one time on 12/31/2015.
- (11) The restricted stock units vest in four annual installments beginning 11/22/2014.

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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