Financial Engines, Inc. Form 4

May 27, 2014

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHARP MARY LEE Issuer Symbol Financial Engines, Inc. [FNGN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1050 ENTERPRISE WAY, 3RD 05/23/2014 below) **FLOOR EVP Human Resources** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	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	05/23/2014	05/23/2014	M	729	A	\$ 23.14	0	D	
Common Stock	05/23/2014	05/23/2014	M	2,891	A	\$ 26.22	0	D	
Common Stock	05/23/2014	05/23/2014	S	46	D	\$ 40.691	0	D	
Common Stock	05/23/2014	05/23/2014	S	729	D	\$ 40.6918 (1)	0	D	
Common Stock	05/23/2014	05/23/2014	S	2,891	D	\$ 40.6918	0	D	

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(1)

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

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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. Transactio Code (Instr. 8)	Transaction Derivative Code Securities		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	05/23/2014	05/23/2014	M	2,891	<u>(2)</u>	11/16/2022	Common Stock	2,891	
Employee Stock Option (Right to Buy)	\$ 23.14	05/23/2014	05/23/2014	M	729	(3)	01/17/2022	Common Stock	729	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

SHARP MARY LEE 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP Human Resources

Signatures

Jeffrey C. Grace, Attorney-in-Fact For: Mary Lee Sharp 05/27/2014

**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).
- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$40.611 to \$40.7210 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 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.
- (3) The option award vests as to 8,750 shares on 01/03/13, and the remaining shares vest monthly thereafter from 02/03/13 to 01/03/16.

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.