Edgar Filing: Financial Engines, Inc. - Form 4

Financial Engines Form 4	s, Inc.									
November 12, 20	14									
FORM 4									PPROVAL	
	UNITED	STATES					COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEN	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continue. See Instruction 1(b). 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 Respondence)	nses)									
1. Name and Address of Reporting Person <u>*</u> Costello Mark Peter			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
1050 ENTERPRISE WAY, 3RD FLOOR			(Month/Day/Year) 11/11/2014			Director 10% Owner X Officer (give title Other (specify below) below) EVP, Service Delivery				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SUNNYVALE,	CA 94089						Person		epotting	
(City) ((State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	ansaction Date th/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	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)	
Reminder: Report on	a separate line	for each cla	uss of secu	urities bene	ficially own	ned directly of	or indirectly.			
					inforn requir	nation cont ed to respo lys a curre	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquire or Disp (D) (Instr. 3 and 5)	osed of				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employe NQ Stoc Option (Right to Buy)	k \$ 31.43	11/11/2014		А	41,96)	<u>(1)</u>	11/11/2024	Common Stock	41,969
Restricte Stock Units	ed \$ 0 <u>(2)</u>	11/11/2014		А	7,637		(3)	(4)	Common Stock	7,637

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Costello Mark Peter 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP, Service Delivery					
Signatures								
Jeffrey C. Grace, Attorney-in-F Costello	11/12/2014							
<u>**</u> Signature of Reportin	g 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 option award vests as to 10,492 shares on 11/11/15, and the remaining shares vest monthly thereafter from 12/11/15 to 11/11/18.
- (2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (3) The restricted stock units vest in four annual installments beginning 11/11/15.
- (4) No Expiration date.

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.