

Financial Engines, Inc.
Form 4
November 19, 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)
11/18/2014

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)	
				(A) or (D)	Price			
Common Stock	11/18/2014	11/18/2014	M	2,485 A	\$ 0	203,696	I	The Maggioncalda Family Trust
Common Stock	11/18/2014	11/18/2014	M	12,515 A	\$ 0	216,211	I	The Maggioncalda Family Trust
Common Stock	11/18/2014	11/18/2014	S ⁽¹⁾	15,000 D	\$ 32.1922	201,211	I	The Maggioncalda Family Trust
Common Stock	11/18/2014	11/18/2014	M	6,773 A	\$ 0	207,984	I	The Maggioncalda

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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)
Common Stock		11/18/2014	11/18/2014	F	3,535 D	\$ 32.29 204,449	I Family Trust The Maggioncalda Family Trust
Common Stock						10,000	I By Child
Common Stock						10,000	I By Child
Common Stock						10,000	I by Child

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.99	11/18/2014	11/18/2014	M	2,485	<u>(3)</u> 11/09/2019	Common Stock 2,485
Employee Stock Option (Right to Buy)	\$ 21.39	11/18/2014	11/18/2014	M	12,515	<u>(4)</u> 11/18/2021	Common Stock 12,515
Restricted Stock Units	\$ 0 <u>(5)</u>	11/18/2014	11/18/2014	M	6,773	<u>(6)</u> <u>(7)</u>	Common Stock 6,773

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

Jeffrey C. Grace, Attorney-in-Fact For: Jeffrey N.
Maggioncalda

11/19/2014

__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 Rule 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 \$31.68 to \$33.05 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 is fully vested.
- (3) The option award vests as to 35,510 shares on 11/18/12, and the remaining shares vest monthly thereafter from 12/18/12 to 11/18/15.
- (4) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (5) The restricted stock units vest in four annual installments beginning 11/18/12.
- (6) 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.