Financial Engines, Inc. Form 4 February 27, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

0.5

subject to Section 16. Form 4 or Form 5

obligations

2005 Estimated average burden hours per

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

SECURITIES

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRACE JEFFREY C			2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(check an applicable)		
1050 ENTERPRISE WAY, 3RD FLOOR			(Month/Day/Year) 02/26/2015	Director 10% Owner Officer (give titleX Other (specify below) Chief Accounting Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
SUNNYVALE, CA 94089			Filed(Month/Day/Year)			

(City)	(State) (Zip) Table	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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)
Common Stock	02/26/2015	02/26/2015	M	514	A	\$ 0	14,334	D	
Common Stock	02/26/2015	02/26/2015	F	226	D	\$ 41.45	14,108	D	

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)		Code	Transaction of E		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	
Restricted Stock Units	\$ 0 (1)	02/26/2015	02/26/2015	M	514	(2)	(3)	Common Stock	514	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runter runters	Director	10% Owner	Officer	Other				
GRACE JEFFREY C 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089				Chief Accounting Officer				

Signatures

/s/ Jeffrey C.
Grace

**Signature of Reporting Person

O2/27/2015

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) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (2) The restricted stock units vest in four annual installments beginning 2/26/15.
- (3) 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.

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