

Financial Engines, Inc.
 Form 4
 May 21, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KOONTZ PAUL G

(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)
05/20/2015

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)

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
Common Stock					5,000	D	
Common Stock					6,638	I	By Paul Koontz 2010 Annuity Trust ⁽¹⁾
Common Stock					6,638	I	By Andrea Koontz 2010 Annuity Trust ⁽²⁾
Common					6,000	I	By Koontz

Stock						Investments, LP Fund 3 ⁽³⁾
Common Stock		8,000	I			By the Koontz Revocable Trust Dated 6/29/1998 ⁽⁴⁾

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)	8. Pr Deriv Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0 ⁽⁵⁾	05/20/2015	05/20/2015	A	4,894	<u>(6)</u>	<u>(7)</u>	Common Stock	4,894

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOONTZ PAUL G 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	X			

Signatures

/s/ Jeffrey C. Grace, Attorney-in-Fact For: Paul G.
Koontz

05/21/2015

__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) Shares held by Paul G. Koontz as Trustee of the Paul Koontz 2010 Annuity Trust.

Spouse of Paul G. Koontz, Andrea Koontz is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial ownership of the reported securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) Shares held by Koontz Investments, LP Fund 3. Paul G. Koontz is a General Partner of Koontz Investments, LP Fund 3 and disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.

(4) Shares held by Paul G. Koontz as Trustee of the Koontz Revocable Trust Dated 06/29/1998.

(5) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.

(6) The Restricted Stock units vest in four equal installments beginning 5/15/16.

(7) 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.