Financial Engines, Inc. Form 4 November 12, 2015

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if no longer

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

**OMB APPROVAL OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

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** 

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 Symbol	<b>d</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
(I 4)	(Einst)	(AL: AA)	Financial Engine		(Check	all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest T (Month/Day/Year)	ransaction		10% Owner	
1050 ENTE FLOOR	ERPRISE WA	Y, 3RD	11/11/2015		below)	leX Other (specify below) ccounting Officer	
	(Street)		4. If Amendment, D	ate Original	6. Individual or Join	t/Group Filing(Check	
SUNNYVA	LE, CA 9408	9	Filed(Month/Day/Yea	ır)	Applicable Line) _X_ Form filed by One Form filed by Mone	1 0	
(City)	(State)	(Zip)					
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed of, o	or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of 6	6. Ownership 7. Nature	

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	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	(IIIstr. +)
Common Stock	11/11/2015	11/11/2015	M	1,097	A	\$ 0	15,205	D	
Common Stock	11/11/2015	11/11/2015	F	413	D	\$ 34.47	14,792	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	11/11/2015	11/11/2015	M	1,097	(2)	(3)	Common Stock	1,097	\$

# **Reporting Owners**

Paparting Owner Name / Address	Relationships

Director 10% Owner Officer Other

GRACE JEFFREY C 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

Principal

Accounting Officer

# **Signatures**

Jeffrey C. Grace 11/12/2015

\*\*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) 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 equal installments beginning 11/11/15.
- (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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