Financial Engines, Inc. Form 4 November 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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Check this box if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5
obligations
may continue.

Section 17(a) of the Public

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(b).

See Instruction

1. Name and Address of Reporting Person ** Campbell Michael Jerome	2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
1050 ENTERPRISE WAY, 3RD FLOOR	(Month/Day/Year) 11/18/2015	Director 10% OwnerX_ Officer (give title Other (specification) below) EVP, Technology		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVALE, CA 94089	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative (Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/18/2015	11/18/2015	M	1,143	A	\$0	31,535	D	
Common Stock	11/18/2015	11/18/2015	F	430	D	\$ 32.59	31,105	D	

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

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SEC 1474

(9-02)

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and 4	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)	11/18/2015	11/18/2015	M	1,143	(2)	(3)	Common Stock	1,143	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Campbell Michael Jerome 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP, Technology					

Signatures

/s/ Jeffrey C. Grace, Attorney-in-Fact For: Michael J.
Campbell
11/19/2015

**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 annual installments beginning 11/18/12.
- (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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