Financial Engines, Inc.
Form 4
November 19, 2015

# FORM 4

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

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

OMB APPROVAL

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|---|---|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>O'Donnell Kelly | 2. Issuer Name **and** Ticker or Trading Symbol<br>**Financial Engines, Inc. [FNGN]** | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br>_____ Director _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below) below)<br>EVP Business Ops & Corp Mktg |
|---|---|---|
| (Last) (First) (Middle)<br><br>1050 ENTERPRISE WAY, 3RD FLOOR | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/18/2015 | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| SUNNYVALE, CA 94089 | | |
| (City) (State) (Zip) | | |

**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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/18/2015 | 11/18/2015 | M | | 858 | A | $ 0 | 11,894 | D | |
| Common Stock | 11/18/2015 | 11/18/2015 | F | | 280 | D | $ 32.59 | 11,614 | D | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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. Price of Derivati Securiti (Instr. 5 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 | | 858 | | [(2)](#) | [(3)](#) | Common Stock | 858 | $ 0 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| O'Donnell Kelly 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089 | | | EVP Business Ops & Corp Mktg | |

## Signatures

/s/ Jeffrey C. Grace, Attorney-in-Fact For: Kelly O'Donnell                                    11/19/2015

<u>**</u>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 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.
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