Financial Engines, Inc. Form 4 January 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Campbell Michael Jerome			2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earlies			Check all app		
1050 ENT	ERPRISE WAY		(Month/Day/Year 12/31/2015	r)	below)			
	(Street)		4. If Amendment	, Date Original	6. Individual o	or Joint/Grou	p Filing(Check	
SUNNYV	ALE, CA 94089		Filed(Month/Day/	ear)	Applicable Line _X_ Form filed Form filed I Person	by One Repor	•	
(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Acq	quired, Dispose	d of, or Ben	eficially Owned	
1.Title of	2. Transaction D	ate 2A. Deeme	ed 3.	4. Securities Acquired (A	A) 5. Amount	of 6.	7. Natur	

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, 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. Transactic Code (Instr. 8)		sed of 4 and (A) or	` ′	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	12/31/2015	12/31/2015	M	5,551	A	\$ 6.51	35,041	D	
Common Stock	12/31/2015	12/31/2015	S <u>(1)</u>	5,551	D	\$ 34.0249 (2)	29,490	D	
Common Stock	12/31/2015	12/31/2015	M	4,675	A	\$ 0	34,165	D	
Common Stock	12/31/2015	12/31/2015	F	1,757	D	\$ 33.67	32,408	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)

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 on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.51	12/31/2015	12/31/2015	M	5,551	<u>(3)</u>	11/11/2018	Common Stock	5,551
Restricted Stock Units	\$ 0 (4)	12/31/2015	12/31/2015	M	4,675	12/31/2015	<u>(5)</u>	Common Stock	4,675

Reporting Owners

Paparting 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

01/04/2016

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2015.

Reporting Owners 2

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- The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$33.79 to \$34.46 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The option award was fully vested.
- (4) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (5) 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.