Edgar Filing: Financial Engines, Inc. - Form 4

Financial Engines, Inc.									
Form 4 May 24, 2016									
								OMB A	PPROVAL
	ED STATES		ITIES AN hington, l			GE (COMMISSION	OMB Number:	3235-0287
Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Expires:January 31 2009Estimated average burden hours per response0.9		
abligations	17(a) of the 1	Public Uti		ing Com	pany /	Act of	e Act of 1934, f 1935 or Sectio 40	on	
(Print or Type Responses)									
1. Name and Address of Report GRACE JEFFREY C	2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)1050 ENTERPRISE WAY, 3RD05/20/2016FLOOR5/20/2016					(Check all applicable) <u>Director</u> 10% Owner Officer (give title X_ Other (specify below) Principal Accounting Officer				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SUNNYVALE, CA 9408	9						Form filed by I Person	More than One Ro	eporting
(City) (State)	(Zip)	Table	e I - Non-De	erivative S	ecuriti	es Acq	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of 2. Transaction Security (Month/Day/Y (Instr. 3)	any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (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							16,148	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 26.43	05/20/2016		А	13,251	<u>(1)</u>	05/26/2026	Common Stock	13,251
Restricted Stock Units	\$ 0 <u>(2)</u>	05/20/2016		А	5,592	(3)	(4)	Common Stock	5,592

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GRACE JEFFREY C 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089				Principal Accounting Officer			

Signatures

Jeffery C. Grace 05/24/2016 <u>**</u>Signature of Date Reporting Person

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 option award vests as to 3,312 shares on 02/26/17, and the remaining shares vest monthly thereafter from 03/26/17 to 02/26/20
- (2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (3) The restricted stock units vest in four annual installments beginning 2/26/17.
- (4) 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.