Financial Engines, Inc. Form 4 November 14, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number: Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

See Instruction 1(b).

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * Sims Raymond J.

(Zin)

(Last) (First) (Middle)

1050 ENTERPRISE WAY, 3RD **FLOOR**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction (Month/Day/Year) 11/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

response...

3235-0287

January 31,

2005

0.5

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

EVP & CFO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(City)

| (City) | (State) | Table Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|------------------------|--|----------------------|---|------------|------------------|-------------------------|---|------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, | 4 and | 5) | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership |
| | | | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common Stock | 11/11/2016 | | M M | 4,057 | A | \$ 0 | 16,540 | D | |
| Common Stock | 11/11/2016 | | F | 1,525 | D | \$ 30.75 | 15,015 | 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) | Code | 5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Instr |
|---|---|---|--------|--|--|--------------------|--|--|----------------------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 (1) | 11/11/2016 | M | 4,057 | (2) | (3) | Common Stock | 4,057 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Sims Raymond J. | | | | | | | |
| 1050 ENTERPRISE WAY | | | EVP & CFO | | | | |
| 3RD FLOOR | | | EVF&CFO | | | | |
| SUNNYVALE, CA 94089 | | | | | | | |

Signatures

/s/ Jeffrey C. Grace, Attorney-in-Fact For: Raymond J.
Sims

11/14/2016

**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) 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 11/11/15.
- (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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