Financial Engines, Inc. Form 4 November 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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)

1. Name and Addre Antone Lewis J	•	g Person *	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	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
1050 ENTERPH FLOOR	RISE WAY	, 3RD	11/16/2016	_X_ Officer (give title Other (specify below) below) EVP, General Counsel and Sec.			
	(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) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly 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)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/16/2016		Code V S <u>(1)</u>	Amount 960	(A) or (D)	Price \$ 32	Transaction(s) (Instr. 3 and 4) 2,388	D	
Common Stock	11/16/2016		M	1,020	A	\$0	3,408	D	
Common Stock	11/16/2016		F	333	D	\$ 33.3	3,075	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

Edgar Filing: Financial Engines, Inc. - Form 4

number.

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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date urities (Month/Day/Year) quired or posed of str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	11/16/2016		M	1,020	<u>(3)</u>	<u>(4)</u>	Common Stock	1,020	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Antone Lewis JR 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP, General Counsel and Sec.

Signatures

/s/ Jeffery C. Grace, Attorney-in-Fact for Lewis Antone Jr.

11/17/2016

**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 March 9, 2016.
- (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 11/16/13.
- (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.

Reporting Owners 2