

Antone Lewis JR
Form 4
November 22, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Antone Lewis JR

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1050 ENTERPRISE WAY, 3RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, General Counsel and Sec.

SUNNYVALE, CA 94089
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/22/2017		M		425 A \$ 0	703	D
Common Stock	11/22/2017		F		138 D \$ 27.3	565	D
Common Stock	11/22/2017		M		839 A \$ 0	1,404	D
Common Stock	11/22/2017		F		273 D \$ 27.3	1,131	D
Common Stock	11/22/2017		M		951 A \$ 0	2,082	D

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Common Stock 11/22/2017 F 309 D \$ 27.3 1,773 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. 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 or Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	<u>(1)</u>	11/22/2017		M	425	<u>(2)</u>	<u>(3)</u>	Common Stock	425	\$ 0
Restricted Stock Units	<u>(1)</u>	11/22/2017		M	951	<u>(4)</u>	<u>(3)</u>	Common Stock	951	\$ 0
Restricted Stock Units	<u>(1)</u>	11/22/2017		M	839	<u>(5)</u>	<u>(3)</u>	Common Stock	839	\$ 0

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/ Robert Mills, Attorney-in-Fact for Lewis
Antone Jr.

11/22/2017

__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 11/22/14.
 - (3) No expiration date.
 - (4) The restricted stock units vest in four annual installments beginning 11/22/15.
 - (5) The restricted stock units vest in four annual installments beginning 11/22/16.

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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