Financial Engines, Inc. Form 4 December 10, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHARP MARY LEE			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)	3. Date of Earliest Transaction	(Check an applicable)			
1050 ENTERPRISE WAY, 3RD FLOOR			(Month/Day/Year) 12/09/2013	Director 10% Owner _X_ Officer (give title Other (specify below) EVP Human Resources			
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(0:,)	(0, ,)	(TT: \					

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	, , ,			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	12/09/2013	12/09/2013	Code V M	Amount 629	(D)	Price \$ 23.14	675	D		
Common Stock	12/09/2013	12/09/2013	S(1)	629	D	\$ 66.9431 (2)	46	D		
Common Stock	12/09/2013	12/09/2013	M	100	A	\$ 23.14	146	D		
Common Stock	12/09/2013	12/09/2013	S <u>(1)</u>	100	D	\$ 67.69	46	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)

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (attive (Month/Day/Year) ities ired r osed) . 3, 4,		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)	\$ 23.14	12/09/2013	12/09/2013	M	729	(3)	01/17/2022	Common Stock	729

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP MARY LEE 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP Human Resources

Signatures

Joanne E. Burns, Attorney-in-Fact

**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 persuant to a 10b5-1 trading plan adopted by the reporting person on November 19, 2012.
- (2) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$66.65 to \$67.20, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commisson, full information regarding the number of shares sold at each separate price within the

Reporting Owners 2

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range set forth in this footnote.

(3) The option award vests as to 8,750 shares on 01/03/13, and the remaining shares vest monthly thereafter from 02/03/13 to 01/03/16. 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.