

Financial Engines, Inc.  
Form 4  
February 24, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
SHARP MARY LEE

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2014	02/24/2014	M		729	A	\$ 23.14
Common Stock	02/24/2014	02/24/2014	M		362	A	\$ 26.22
Common Stock	02/24/2014	02/24/2014	S <sup>(1)</sup>		200	D	\$ 55.175 <sup>(2)</sup>
Common Stock	02/24/2014	02/24/2014	S <sup>(1)</sup>		891	D	\$ 56.0172 <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.22	02/24/2014	02/24/2014	M	362	<u>(4)</u> 11/16/2022	Common Stock	362	
Employee Stock Option (Right to Buy)	\$ 23.14	02/24/2014	02/24/2014	M	729	<u>(5)</u> 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

02/24/2014

\*\*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 10b5-1 trading plan adopted by the reporting person on August 12, 2013.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$54.70 to \$55.65 inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.74 to \$56.31, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The option award vests as to 4,337 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.

(4) 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.

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