Edgar Filing: Financial Engines, Inc. - Form 4

Financial Engines, Inc.	,								
Form 4 February 27, 2014									
							OMB A	APPROVAL	
	ITED STATES			AND EX(, D.C. 20		E COMMISSIO	N OMB Number:	3235-0287	
Section 16. Form 4 or Form 5 Fi	ATEMENT O		SECUE	Estimated burden ho response	urs per				
<i>See</i> Instruction 1(b).		Public Uti of the Inv	•	•	•	of 1935 or Secti 940	on		
(Print or Type Responses)									
1. Name and Address of Ro Raffone Lawrence M.	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	Financial Engines, Inc. [FNGN]				(Check all applicable)				
(Last) (First) 1050 ENTERPRISE V FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014			Director 10% Owner X Officer (give title Other (specify below) below) President					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SUNNYVALE, CA 9	4089					Person	More than One R	leporting	
(City) (State)	(Zip)	Table	e I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		ed 3 Date, if 7	Pate, if TransactionAcquired (A) or Code Disposed of (D) /Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
		(Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on a sepa	arate line for each c	ass of secur	ities benet	ficially own	ed directly	or indirectly.			
				inform require	ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	((Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 55.96	02/26/2014		А		32,688		<u>(1)</u>	02/26/2024	Common Stock	32,688
Restricted Stock Units	\$ 0 <u>(2)</u>	02/26/2014		A		12,065		(3)	(3)	Common Stock	12,065

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Raffone Lawrence M. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			President						
Signatures									
Joanne E. Burns, Attorney-in-Fact	(02/27/2014							

**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 option award vests as to 8172 shares on 02/26/15, and the remaining shares vest monthly thereafter from 03/26/15 to 2/26/18.

(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 02/26/15.

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.