Financial Engines, Inc. Form 4 May 23, 2014

Check this box

if no longer

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or 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).

Common

Stock

05/22/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * FIELDS HEIDI			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		I	Financia	l Engines	, Inc. [FNGN	ŋ	(Che	eck all applicable	e)
(Last)	(First) (1	Middle) 3	3. Date of	Earliest Tra	ansaction				
		((Month/Da	ıy/Year)			_X_ Director		6 Owner
1050 ENTERPRISE WAY, 3RD			05/21/2014				Officer (give title Other (specify		
FLOOR							below)	below)	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		I	Filed(Mont	h/Day/Year)			Applicable Line) _X_ Form filed by	1 0	
SUNNYVALE, CA 94089						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative Securi	ities Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Dat	te 2A. Deem	ned	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)) Execution	Date, if	Transactio	onAcquired (A) o	or	Securities	Form: Direct	Indirect
(Instr. 3)		any		Code	Disposed of (D		Beneficially	(D) or	Beneficial
		(Month/Da	ay/Year)	(Instr. 8)	(Instr. 3, 4 and	. 5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
					or		(Instr. 3 and 4)		
				Code V	Amount (D)	Price	(IIIsu. 5 and 4)		

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

M

05/22/2014

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1,250

\$0

3,750

Edgar Filing: Financial Engines, Inc. - Form 4

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. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	05/22/2014	05/22/2014	M		1,250	(2)	(3)	Common Stock	1,250
Restricted Stock Units	\$ 0 (1)	05/21/2014	05/21/2014	A	5,018		<u>(4)</u>	(3)	Common Stock	5,018

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
FIELDS HEIDI							
1050 ENTERPRISE WAY	X						
3RD FLOOR	Λ						
SUNNYVALE, CA 94089							

Signatures

Jeffrey C. Grace, Attorney-in-Fact For: Heidi

Fields 05/23/2014

**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) 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 equal annual installments beginning 5/22/14.
- (3) No expiration date.
- (4) The Restricted Stock units vest in four equal installments annually beginning 5/22/15.

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.

Reporting Owners 2