## Edgar Filing: Financial Engines, Inc. - Form 4

Financial Eng	ines, Inc.									
Form 4 May 23, 2014										
FORM	Л								PPROVAL	
	UNITED 5	TATES SECUR Was	RITIES A			NGE (	COMMISSION	OMB Number:	3235-0287	
if no longe subject to Section 16 Form 4 or Form 5	Check this box       Statement of Changes in Beneficial OWNERSHIP OF Section 16.         Section 16.       SECURITIES         Form 4 or       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934.						Expires: January 31, 2005 Estimated average burden hours per response 0.5			
obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).1(b).										
(Print or Type Re	esponses)									
1. Name and Ad Grossman Bla	dress of Reporting P ake R.	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Financial Engines, Inc. [FNGN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 1050 ENTER FLOOR	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)				
	(Street)	(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				
SUNNYVAL	.E, CA 94089							More than One Re		
(City)	(State) (Z	Zip) Tabl	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit onAcquired Disposed (Instr. 3,	ies (A) o of (D	r )	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•	
Common Stock	05/22/2014	05/22/2014	М	1,250	А	\$0	18,750	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 <u>(1)</u>	05/22/2014	05/22/2014	М	1,	,250	(2)	(3)	Common Stock	1,250
Restricted Stock Units	\$ 0 <u>(1)</u>	05/21/2014	05/21/2014	А	5,018		<u>(4)</u>	(3)	Common Stock	5,018

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## **Reporting Owners**

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
Grossman Blake R. 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	Х						
Signatures							
Jeffrey C. Grace, Attorney-in-I Grossman	Blake R.		05/23/2014				
<u>**</u> Signature of Report		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 05/22/14.
- (3) No Expiration Date.
- (4) The restricted stock units vest in four equal annual installments beginning 05/22/15.

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.