Financial Engines, Inc. Form 4 November 24, 2014

## 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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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Costello Mark Peter			Symbol	and Ticker or Trading nes, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	(Chec.	k all applicable)		
1050 ENTE FLOOR	ERPRISE WA	AY, 3RD	(Month/Day/Year 11/22/2014	)	_X_ Officer (give below)	10% Owner title Other (specify below) Service Delivery		
	(Street)		4. If Amendment,	Date Original	6. Individual or Jo	int/Group Filing(Check		
SUNNYVA	ALE, CA 9408	89	Filed(Month/Day/Y	(ear)		One Reporting Person fore than One Reporting		
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Acq	quired, Disposed of	, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature		

		Table	e I - Noll-D	errvative	Secui	mes Acq	an eu, Disposeu oi	, or belieficiali	y Owneu
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transactio	` ′		` ′	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	3)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 5 and 4)		
Common Stock	11/22/2014	11/22/2014	M	418	A	\$0	1,912	D	
Common Stock	11/22/2014	11/22/2014	F	136	D	\$ 32.68	1,776	D	

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

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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)	Derivative	Expiration D (Month/Day/	Date	7. Title and Underlying (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. £
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	11/22/2014	11/22/2014	D	418	(2)	(3)	Common Stock	418	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Costello Mark Peter 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089

EVP, Service Delivery

## **Signatures**

Jeffrey C. Grace, Attorney-in-Fact For: Mark P. Costello

11/24/2014

\*\*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) 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 annual installments beginning 11/22/14.
- (3) No Expiration date.

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.

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