

ENVESTNET, INC.

Form 4

March 13, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crager William

(Last) (First) (Middle)

35 EAST WACKER DRIVE, SUITE
2400

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENVESTNET, INC. [ENV]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/13/2015		M	(A) or (D) Amount 13,333 (2)	\$ 7.5 149,533	D	
Common Stock	03/13/2015		S	(A) or (D) Amount 13,333 (2)	\$ 53.54 (3) 136,200	D	
Common Stock					100	I	By wife

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**

SEC 1474
(9-02)

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. 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 Underlying Security (Instr. 3 and 4)	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 5					02/01/2006 ⁽⁴⁾	Common Stock	8
Employee Stock Option (Right to Buy)	\$ 7.5	03/13/2015		M	13,333	02/01/2006 ⁽¹⁾⁽⁴⁾	Common Stock	
Employee Stock Option (Right to Buy)	\$ 0.1069					04/26/2007 ⁽⁵⁾	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 1.075					04/26/2007 ⁽⁵⁾	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 ⁽⁵⁾	Common Stock	8
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 ⁽⁶⁾	Common Stock	1
Employee Stock	\$ 7.15					05/15/2010 ⁽⁶⁾	Common Stock	1

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Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 9		07/28/2011 ⁽⁵⁾	07/28/2020	Common Stock	16
Employee Stock Option (Right to Buy)	\$ 12.55		02/28/2012 ⁽⁵⁾	02/28/2021	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 12.45		02/28/2013 ⁽⁵⁾	02/28/2022	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 15.34		02/28/2014 ⁽⁵⁾	02/28/2023	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 41.84		02/28/2015 ⁽⁵⁾	02/28/2024	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 53.88		02/29/2016 ⁽⁵⁾	02/28/2025	Common Stock	1
Restricted Stock Award	<u>(7)</u>		02/29/2016 ⁽⁹⁾	02/29/2016	Common Stock	1,8
Restricted Stock Award	<u>(7)</u>		02/29/2016 ⁽⁹⁾	02/28/2017	Common Stock	5,9
Restricted Stock Award	<u>(7)</u>		02/29/2016 ⁽⁹⁾	02/28/2018	Common Stock	7,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crager William 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			President	

Signatures

/s/ Shelly O'Brien, by power of attorney for William Crager	03/13/2015
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__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) A total of 80,000 options were granted on 11/14/2005. 13,335 options were vested and exercisable as of 3/13/2015.
- (2) Option exercise and sale pursuant to a 10b5-1 plan.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.58 to \$54.18, inclusive.
- (4) Original option grant vests in four installments beginning on February 1, 2006 and the remaining three installments on May 31 as listed in the "Date Exercisable" column.
- (5) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (8) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (9) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

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.