

KOONTZ PAUL G
 Form 4
 May 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOONTZ PAUL G

(Last) (First) (Middle)

**C/O FOUNDATION CAPITAL, 250
 MIDDLEFIELD ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
				(A) or (D) Code V Amount Price			
Common Stock	05/23/2013		S(7)	10,150 D \$ 42.7439	15,850	I	By Koontz Investments, LP Fund 3 (1)
Common Stock	05/23/2013		S(8)	5,000 D \$ 42.8	6,638	I	By Paul Koontz 2010 Annuity Trust (3)
Common Stock	05/23/2013		S(9)	5,000 D \$ 42.9075	6,638	I	By Andrea Koontz 2010 Annuity Trust (4)

Edgar Filing: KOONTZ PAUL G - Form 4

Common Stock	05/24/2013	S ⁽¹⁰⁾	9,850	D	\$ 42.331	6,000	I	By Koontz Investments, LP Fund 3 ⁽¹⁾
Common Stock						8,000	I	By The Koontz Revocable Trust Dated 06/29/1998 ⁽²⁾
Common Stock						1,250	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.

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 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 (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)	8. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁵⁾	05/22/2013	05/22/2013	A	5,000	⁽⁶⁾	⁽⁶⁾	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ David A. Singer,
Attorney-in-fact

05/24/2013

__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) Shares held by Koontz Investments, LP Fund 3. Paul G. Koontz is a General Partner of Koontz Investments, LP Fund 3 and disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.
- (2) Shares held by Paul G. Koontz as Trustee of the Koontz Revocable Trust Dated 06/29/1998.
- (3) Shares held by Paul G. Koontz as the Trustee of the Paul Koontz 2010 Annuity Trust.
Spouse of Paul G. Koontz, Andrea Koontz is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial ownership of the reported securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (6) The Restricted Stock units vest in four equal annual installments beginning 5/22/2013.
- (7) On 5/23/2013, Paul G. Koontz, as General Partner of Koontz Investments, LP Fund 3, sold 10,150 shares of stock.
- (8) On 5/23/2013, Paul G. Koontz, Trustee of the Paul Koontz 2010 Annuity Trust, sold 5,000 shares of stock.
- (9) On 5/23/2013, spouse of Paul G. Koontz, Andrea Koontz, Trustee of the Andrea Koontz 2010 Annuity Trust, sold 5,000 shares of stock.
- (10) On 5/24/2013, Paul G. Koontz, as General Partner of Koontz Investments, LP Fund 3, sold 9,850 shares of 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.