Edgar Filing: Maggioncalda Jeffrey Nacey - Form 4/A

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pu	D STATES SEC V MENT OF CH ursuant to Sectio 7(a) of the Public	URITIES AND I Vashington, D.C. ANGES IN BEN SECURITIE n 16(a) of the Sec Utility Holding C Investment Com	20549 EFICIAL OW S urities Exchang Company Act of	NERSHIP OF e Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated burden ho response.	ours per
(Print or Type Responses)						
1. Name and Address of Reportin Maggioncalda Jeffrey Nace	zy Symb	suer Name and Ticke ol ncial Engines, Inc		5. Relationship of Issuer		
(Last) (First)	(Middle) 3. Dat	te of Earliest Transact		(Chec	k all applicat	ble)
1804 EMBARCADERO R	th/Day/Year) 8/2011		_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) CEO and President			
(Street) PALO ALTO, CA 94303	Amendment, Date Orig Month/Day/Year) 9/2011	ginal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip) T	able I - Non-Derivat	ive Securities Acq	uired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) 5. Arr ate, if Transactionor Disposed of (D) Secur Code (Instr. 3, 4 and 5) Benef (Year) (Instr. 8) Owne Follow (A) Trans			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V Amour		(Instr. 3 and 4)		
Common 03/28/2011 Stock	03/28/2011	M 16,665	5 A \$10	71,074	Ι	By the Maggioncalda Family Trust
Common 03/28/2011 Stock	03/28/2011	S <u>(1)</u> 16,665	5 D $\frac{25.8737}{(2)}$	7 54,409	I	By the Maggioncalda Family Trust
Common Stock				26,222	I	As Special Trustee for Child
Common Stock				26,222	I	As Special Trustee for

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Common Stock						2	26,222	Ι	Child As Special Trustee for Child	
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. Transactic Code (Instr. 8)	TransactionDerivativeExpiration DateCodeSecurities(Month/Day/Year)		ate	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
Employee Stock Option (Right to Buy)	\$ 10	03/28/2011	03/28/2011	М		16,665	<u>(3)</u>	04/11/2011	Common Stock	16,665

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Maggioncalda Jeffrey Nacey 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	Х		CEO and President				
Signatures							
Joanne E. Burns, Attorney-in-Fact	04/	/12/2011					

Date

**Signature of Reporting Person

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).

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The sale as originally reported in a Form 4 dated 3/29/11 4 was erroneously reported as being effected pursuant to a Rule 10b5-1 trading(1) plan adopted by the reporting person on June 1, 2010. In fact the reported sale was effected pursuant to a Rule 10b5-1 trading plan which was adopted on November 17, 2010.

The price reported in Col 4 is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$25.205 to \$26.36, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof,

- (2) s22.205 to \$20.50, inclusive. The reporting person undertaces to provide, upon request, i material Engines, inc., any snatcholder increases of provide, upon request, i material Engines, inc., any snatcholder increases of the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The option award is fully vested.

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.