

ENVESTNET, INC.

Form 4

March 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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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 *
Sisteron Yves

(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)
03/25/20154. 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/25/2015		S			1,000	D	\$ 55.18	83,694	I	By Rodeo Alpine LLC
Common Stock	03/25/2015		S			1,000	D	\$ 55.18	65,897	I	By Shadow Hill LLC
Common Stock	03/25/2015		S			1,902	D	\$ 55.18	20,930 ⁽¹⁾	I	By The Sisteron Family Trust
Common	03/26/2015		S			9,500	D	\$	74,194	I	By Rodeo

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Stock					54.87			Alpine LLC
Common Stock	03/26/2015	S	9,500	D	\$ 54.87	56,397	I	By Shadow Hill LLC
Common Stock	03/26/2015	S	20,930	D	\$ 54.87	0	I	By The Sisteron Family Trust

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. 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽²⁾ 02/28/2021	Common Stock	2,990
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽²⁾ 02/28/2022	Common Stock	6,495
Director Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽²⁾ 02/28/2023	Common Stock	8,837

Director Stock Option \$ 41.84 (Right to Buy)	02/28/2015 ⁽²⁾ 02/28/2024	Common Stock	4,183
Director Stock Option \$ 55.29 (Right to Buy)	02/28/2016 ⁽²⁾ 02/28/2025	Common Stock	2,913

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sisteron Yves 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 03/27/2015

__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).

Total includes 15,000 Common Stock transferred from the reporting person's direct ownership to the reporting person's indirect ownership by trust on September 18, 2012 and also includes the corrected amount reflected in the Form 4 amendment filed as of the date hereof to the Form 4 dated March 4, 2014 and filed on March 6, 2014.

(2) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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