

ENVESTNET, INC.

Form 4

June 06, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Brien Shelly

(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)
06/04/2014

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)

General Counsel

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	06/04/2014		M	(A) or (D) Amount 3,301 (4)	\$ 12.55	3,301	D
Common Stock	06/04/2014		S	(A) or (D) Amount 3,301 (4)	\$ 40.07 (5)	0	D
Common Stock	06/04/2014		M	(A) or (D) Amount 1,699 (4)	\$ 12.45	1,699	D
Common Stock	06/04/2014		S	(A) or (D) Amount 1,699 (4)	\$ 40.07 (5)	0	D
	06/05/2014		M	(A) or (D) Amount \$ 9	1,634		D

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Common Stock				1,634 (4)			
Common Stock	06/05/2014	S		1,634 (4)	D	\$ 42 0	D
Common Stock	06/05/2014	M		3,366 (4)	A	\$ 12.55 3,366	D
Common Stock	06/05/2014	S		3,366 (4)	D	\$ 42 0	D
Common Stock						1,566	D

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

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(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 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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.55	06/04/2014		M		3,301		<u>(1)</u>	02/28/2021	Common Stock	3,301
Employee Stock Option (Right to Buy)	\$ 12.45	06/04/2014		M		1,699		<u>(2)</u>	02/28/2022	Common Stock	1,699
Employee Stock Option (Right to Buy)	\$ 9	06/05/2014		M		1,634		<u>(3)</u>	07/28/2020	Common Stock	1,634

Employee Stock Option (Right to Buy)	\$ 12.55	06/05/2014	M	3,366	<u>(1)</u>	02/28/2021	Common Stock	3,366
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			General Counsel	

Signatures

/s/ Shelly
O'Brien

06/06/2014

 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) A total of 10,000 options were granted on 2/28/2011. All options were vested and exercisable as of 6/4/2014.
- (2) A total of 5,098 options were granted on 2/29/2012. 3,399 options were vested and exercisable as of 6/4/2014.
- (3) A total of 30,000 options were granted on 7/28/2010. 22,500 options were vested and exercisable as of 6/4/2014.
- (4) Option exercise and sale pursuant to a 10b5-1 Plan.
- (5) Average share sales price.

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