ENVESTNET, INC.
Form 4
March 12, 2015

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
03/10/2015

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/10/2015 | | M | | 39,999 (2) | A | $ 7.5 | 176,199 | D | |
| Common Stock | 03/10/2015 | | S | | 39,999 (2) | D | $ 51.95 (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 Amo Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Employee Stock Option (Right to Buy) | $ 5 | | | | | | | 02/01/2006(1)(4) | 11/14/2015 | Common Stock | 8 |
| Employee Stock Option (Right to Buy) | $ 7.5 | 03/10/2015 | | M | | | 39,999 | 02/01/2006(4) | 11/14/2015 | Common Stock | 1 |
| Employee Stock Option (Right to Buy) | $ 0.1069 | | | | | | | 04/26/2007(5) | 04/26/2017 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | $ 1.075 | | | | | | | 04/26/2007(5) | 04/26/2017 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | $ 7.5 | | | | | | | 04/26/2007(5) | 04/26/2017 | Common Stock | 8 |
| Employee Stock Option (Right to Buy) | $ 7.5 | | | | | | | 04/30/2009(6) | 04/30/2018 | Common Stock | 1 |
| Employee Stock | $ 7.15 | | | | | | | 05/15/2010(6) | 05/15/2019 | Common Stock | 1 |

| | | | | | | |
|---|---|---|---|---|---|---|
| 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 | [7] | | 02/29/2016[9] | 02/29/2016 | Common Stock | 1,8 |
| Restricted Stock Award | [7] | | 02/29/2016[9] | 02/28/2017 | Common Stock | 5,9 |
| Restricted Stock Award | [7] | | 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<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | | | President | |

# Signatures

| | |
|---|---|
| /s/ Shelly O'Brien, by power of attorney for William Crager | 03/12/2015 |
| **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).

**(1)** A total of 80,000 options were granted on 11/14/2005. 53,334 options were vested and exercisable as of 3/10/2015.

**(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 $51.46 to 53.92, 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.