

ENVESTNET, INC.

Form 4

March 12, 2015

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

OMB
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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)
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)

Chief Legal Officer

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 Ownership (Instr. 4)
Common Stock	03/10/2015		M	(A) or (D) Amount 1,500 (2)	\$ 7.5 5,025	D	
Common Stock	03/10/2015		S	(A) or (D) Amount 1,500 (2)	\$ 52.92 (3) 3,525	D	

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5	03/10/2015		M		1,500		04/26/2007 ⁽¹⁾⁽⁵⁾	04/26/2017	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 7.5							04/30/2009 ⁽⁵⁾	04/30/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 7.15							05/15/2010 ⁽⁵⁾	05/15/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 9							07/28/2011 ⁽⁴⁾	07/28/2020	Common Stock	18,000
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012 ⁽⁴⁾	02/28/2021	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013 ⁽⁴⁾	02/28/2022	Common Stock	3,300
Employee Stock Option	\$ 15.34							02/28/2014 ⁽⁴⁾	02/28/2023	Common Stock	7,100

(Right to
Buy)Employee
Stock

Option \$ 41.84

(Right to
Buy)02/28/2015⁽⁴⁾

02/28/2024

Common
Stock

5,5

Employee
Stock

Option \$ 53.88

(Right to
Buy)02/29/2016⁽⁴⁾

02/28/2025

Common
Stock

4,8

Restricted
Stock
Award(6)02/29/2016⁽⁷⁾

02/28/2016

Common
Stock

933

Restricted
Stock
Award(6)02/29/2016⁽⁷⁾

02/28/2017

Common
Stock2,4
(8)Restricted
Stock
Award(6)02/29/2016⁽⁷⁾

02/28/2018

Common
Stock3,2
(9)

Reporting Owners

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

Signatures

/s/ Shelly
O'Brien 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 4/26/2007. 71,403 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 \$52.64 to \$53.24 inclusive.

(4)

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Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

- (5) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (7) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (8) 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.

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