

ENVESTNET, INC.

Form 4

March 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

**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 *
 Johnson James

(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)
 02/29/2016

4. 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					1,774	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.55							02/28/2012 ⁽¹⁾	02/28/2021	Common Stock	3,132
Director Stock Option (Right to Buy)	\$ 12.45							02/28/2013 ⁽¹⁾	02/28/2022	Common Stock	6,495
Director Stock Option (Right to Buy)	\$ 15.34							02/28/2014 ⁽¹⁾	02/28/2023	Common Stock	9,069
Director Stock Option (Right to Buy)	\$ 41.84							02/28/2015 ⁽¹⁾	02/28/2024	Common Stock	3,983
Director Stock Option (Right to Buy)	\$ 55.29							02/28/2016 ⁽¹⁾	02/28/2025	Common Stock	3,219
Director Stock Option (Right to Buy)	\$ 20.51	02/29/2016		A		6,310 ⁽²⁾		02/28/2017 ⁽¹⁾	02/28/2026	Common Stock	6,310
Restricted Stock Unit	⁽³⁾	02/29/2016		A		728		⁽⁴⁾	02/28/2019	Common Stock	728

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for James
Johnson

03/02/2016

__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) 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.
- (2) 6,310 options were granted to the Reporting Person on February 29, 2016.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) This restricted stock unit vests over a 3 year period, one third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.

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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