

ENVESTNET, INC.  
Form 4  
March 12, 2015

**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 \*  
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  
 Officer (give title below)  Other (specify below)  
Chief Legal Officer

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

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

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(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)	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)	\$ 7.5	03/10/2015		M	1,500	04/26/2007 <sup>(1)(5)</sup>	04/26/2017	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(5)</sup>	04/30/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 <sup>(5)</sup>	05/15/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(4)</sup>	07/28/2020	Common Stock	18,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(4)</sup>	02/28/2021	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(4)</sup>	02/28/2022	Common Stock	3,300
Employee Stock Option	\$ 15.34					02/28/2014 <sup>(4)</sup>	02/28/2023	Common Stock	7,100

(Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 41.84		02/28/2015 <sup>(4)</sup>	02/28/2024	Common Stock	5,5
Employee Stock Option (Right to Buy)	\$ 53.88		02/29/2016 <sup>(4)</sup>	02/28/2025	Common Stock	4,8
Restricted Stock Award	(6)		02/29/2016 <sup>(7)</sup>	02/28/2016	Common Stock	933
Restricted Stock Award	(6)		02/29/2016 <sup>(7)</sup>	02/28/2017	Common Stock	2,4 (8)
Restricted Stock Award	(6)		02/29/2016 <sup>(7)</sup>	02/28/2018	Common Stock	3,2 (8)

## 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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