Dillon Kevin E. Form 4 May 25, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * Dillon Kevin E.

> (First) (Middle)

400 OYSTER POINT **BOULEVARD, SUITE 325**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

ENVIVIO INC [ENVI]

3. Date of Earliest Transaction (Month/Day/Year)

05/23/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

SOUTH SAN FRANCISCO, CA 94080

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if anv

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

6. Ownership

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed

Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

7. Nature of

Indirect

1

Deri

Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Instr
Q. 1				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.18	05/23/2012		A		10,500		<u>(1)</u>	(2)	Common Stock	10,500	\$

Reporting Owners

	Keiationsnips						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
in E.							

Dillon Kevin E.
400 OYSTER POINT BOULEVARD, SUITE 325
X SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Erik Miller, Attorney in Fact 05/25/2012

**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) The option award that will vest on the earlier of 5/23/2013 or the date of the Company's next annual meeting of stockholders.
- The option award shall expire on the earlier of (i) 5/23/2022 or (ii) the date twelve months after the termination of the Reporting Person's service as a director for any reason; provided, however, that any the options that are not vested upon the termination of the Reporting Person's service as a member of the Board of Directors for any reason shall terminate immediately and may not be exercised.

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.

Reporting Owners 2