ENVESTNET, INC.
Form 4
August 14, 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)
08/14/2015

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	08/14/2015		M		1,633 (2)	A	$ 5	137,833	D	
Common Stock	08/14/2015		S		1,633 (2)	D	$ 35	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.

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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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	$ 5	08/14/2015		M			1,633	02/01/2006[(1)(3)]	11/14/2015	Common Stock	1,(
Employee Stock Option (Right to Buy)	$ 0.1069							04/26/2007[(4)]	04/26/2017	Common Stock	2,3
Employee Stock Option (Right to Buy)	$ 1.075							04/26/2007[(4)]	04/26/2017	Common Stock	20,
Employee Stock Option (Right to Buy)	$ 7.5							04/26/2007[(4)]	04/26/2017	Common Stock	80,
Employee Stock Option (Right to Buy)	$ 7.5							04/30/2009[(6)]	04/30/2018	Common Stock	14,
Employee Stock Option (Right to Buy)	$ 7.15							05/15/2010[(6)]	05/15/2019	Common Stock	12,
Employee Stock	$ 9							07/28/2011[(6)]	07/28/2020	Common Stock	164

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	$ 12.55		02/28/2012[5]	02/28/2021	Common Stock	25
Employee Stock Option (Right to Buy)	$ 12.45		02/28/2013[4]	02/28/2022	Common Stock	13
Employee Stock Option (Right to Buy)	$ 15.34		02/28/2014[4]	02/28/2023	Common Stock	13
Employee Stock Option (Right to Buy)	$ 41.84		02/28/2015[4]	02/28/2024	Common Stock	14
Employee Stock Option (Right to Buy)	$ 53.88		02/29/2016[4]	02/28/2025	Common Stock	11
Restricted Stock Award	[7]		02/29/2016[8]	02/29/2016	Common Stock	1,88
Restricted Stock Award	[7]		02/29/2016[8]	02/28/2017	Common Stock	5,9
Restricted Stock Award	[7]		02/29/2016[8]	02/28/2018	Common Stock	7,60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crager William 35 EAST WACKER DRIVE SUITE 2400			President	

CHICAGO, IL 60601

Signatures

/s/ Shelly O'Brien, by power of attorney for William Crager — 08/14/2015

**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. 44,330 options were previously exercised and the remaining 35,670 options were vested and exercisable as of August 14, 2015.

(2) Option exercise and sale pursuant to a 10b5-1 plan.

(3) 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.

(4) 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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