

ENVESTNET, INC.
Form 4
October 31, 2014

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 *
Roame Charles

(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)
10/29/2014

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/29/2014		M ⁽¹⁾	284 A \$ 0	3,999	D	
Common Stock	10/29/2014		J ⁽⁴⁾	284 D \$ 0	3,715	D	
Common Stock					284	I	See Footnote ⁽⁵⁾

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

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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 Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
Restricted Stock Award	(2)	10/29/2014		M	284	(3) (3)	Common Stock	284 (4)

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Charles Roame 10/31/2014

**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).

Represents the conversion upon vesting of restricted stock awards into common stock. The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014.

(1) Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on October 31, 2013.

(2) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of this unit.

The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014. The common stock into which such vested restricted stock units converted on October 29, 2014 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on October 29, 2015.

(3)

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- (4) Such shares were transferred from Mr. Roame to a trust in which Mr. Roame is the trustee.
- (5) Represents shares held by a trust in which Mr. Roame is the trustee.

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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