FORM 4	4
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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).

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Crager William			2. Issuer Name and ENVESTNET,			0.	ıbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director				
35 E. WACKER I	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2012						X_Officer (give title below) Other (specify below) President					
(Street) CHICAGO, IL 60601			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security     2. Transaction       (Instr. 3)     Date       (Month/Day/Year)		Execution Date, if any			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership of Ind	Beneficial		
			(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock		02/28/2012		S		16,000	D	\$ 12.6 (1)	166,171	D		
Common Stock									100	Ι	by wife	

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)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numb	ber	and Expiration	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	. 3 and			~	(Instr. 4)
	Security					Acqu				4)			0	Direct (D)	
						(A) 01							1	or Indirect	
						Dispo							Transaction(s)		
						of (D)							(Instr. 4)	(Instr. 4)	
						(Instr	· · ·								
				4, and 5)					-						
											Amount				
								Date	Expiration		or				
								Exercisable	1	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Crager William 35 E. WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			President					

## Signatures

 /s/ Shelly O'Brien, by power of attorney for William Crager
 03/01/2012

 Date
 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) Average share sale price.

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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