

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## 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

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* <b>Grinis Scott D</b>			2. Issuer Name and Ticker or Trading Symbol <b>ENVESTNET, INC. [ENV]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Technology Officer</b>		
(Last) (First) (Middle) <b>35 E. WACKER DRIVE, SUITE 2400</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2013</b>					
(Street) <b>CHICAGO, IL 60601</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/28/2013		M	(1)	780	A	\$ 0	245,456	D	
Common Stock	02/28/2013		F	(2)	318	D	\$ 0	245,138	D	

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Award	(3)	02/28/2013		M	780	(4)	(4)	Common Stock	780	(3)	1,559	D	
Employee Stock Option (Right to Buy)	\$ 15.34	02/28/2013		A	8,000	(5)	02/28/2023	Common Stock	8,000	\$ 15.34	111,195	D	
Restricted Stock Award	(6)	02/28/2013		A	3,120	(7)	02/28/2016	Common Stock	3,120	\$ 15.34	4,679	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grinis Scott D 35 E. WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Technology Officer	

## Signatures

/s/ Shelly O'Brien, by power of attorney for Scott Grinis	03/04/2013
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 "Converted Common Stock #1"). On February 29, 2012, the reporting person was granted 2339  
(1) restricted stock awards, of which 1/3 of the shares subject to the restricted stock units vested on February 28, 2013. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2012.  
(2) The reporting person is reporting the withholding by Envestnet, Inc. of 318 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock #1 to the reporting person on February 28, 2013.  
(3) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. common stock.  
On February 29, 2012, the reporting person was granted 2339 restricted stock units, of which 1/3 of the shares subject to the restricted stock award vested on February 28, 2013. The  
(4) common stock into which such vested restricted stock units converted on February 28, 2013 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.  
(5) 8000 options were granted to the Reporting Person on 2/28/2013. Such options vest in three installments beginning on the first anniversary of the date of grant (2/28/2014).  
(6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.  
(7) This restricted stock award vests in three installments 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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