

FORM 4

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

| OMB APPROVAL | |
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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 1(b).

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

(Print or Type Responses)

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|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person O'Brien Shelly | | 2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV] | | 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) Chief Legal Officer | |
| (Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400 | | 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2015 | | | |
| (Street) CHICAGO, IL 60601 | | 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) | | 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 | 03/10/2015 | | M | | 1,500 (2) | A | \$ 7.5 | 5,025 | D | |
| Common Stock | 03/10/2015 | | S | | 1,500 (2) | D | \$ 52.92 (3) | 3,525 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (Right to Buy) | \$ 7.5 | 03/10/2015 | | M | | 1,500 | 04/26/2007 ⁽¹⁾⁽⁵⁾ | 04/26/2017 | Common Stock | 1,500 | \$ 0 | 69,903 | D | |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | | 04/30/2009 ⁽⁵⁾ | 04/30/2018 | Common Stock | 5,000 | | 5,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | | 05/15/2010 ⁽⁵⁾ | 05/15/2019 | Common Stock | 2,000 | | 2,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | | 07/28/2011 ⁽⁴⁾ | 07/28/2020 | Common Stock | 18,366 | | 18,366 | D | |

| | | | | | | | | | | | | | | |
|--------------------------------------|----------------|--|--|--|--|--|--|---------------------------|------------|--------------|----------------------|--|-------|---|
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | | | 02/28/2012 ⁽⁴⁾ | 02/28/2021 | Common Stock | 3,333 | | 3,333 | D |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | | | 02/28/2013 ⁽⁴⁾ | 02/28/2022 | Common Stock | 3,339 | | 3,339 | D |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | | | 02/28/2014 ⁽⁴⁾ | 02/28/2023 | Common Stock | 7,150 | | 7,150 | D |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | | | 02/28/2015 ⁽⁴⁾ | 02/28/2024 | Common Stock | 5,500 | | 5,500 | D |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | | | | 02/29/2016 ⁽⁴⁾ | 02/28/2025 | Common Stock | 4,800 | | 4,800 | D |
| Restricted Stock Award | ⁽⁶⁾ | | | | | | | 02/29/2016 ⁽⁷⁾ | 02/28/2016 | Common Stock | 933 ⁽⁸⁾ | | 933 | D |
| Restricted Stock Award | ⁽⁶⁾ | | | | | | | 02/29/2016 ⁽⁷⁾ | 02/28/2017 | Common Stock | 2,400 ⁽⁸⁾ | | 2,400 | D |
| Restricted Stock Award | ⁽⁶⁾ | | | | | | | 02/29/2016 ⁽⁷⁾ | 02/28/2018 | Common Stock | 3,200 ⁽⁸⁾ | | 3,200 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Legal Officer | |

Signatures

| | |
|--|---------------------|
| /s/ Shelly O'Brien | 03/12/2015 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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 4/26/2007. 71,403 options were vested and exercisable as of 3/10/2015.
- (2) Option exercise and sale pursuant to a 10b5-1 plan.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.64 to \$53.24 inclusive.
- (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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