ENVESTNET, INC.

Form 4 March 24, 2015

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sisteron Yves Issuer Symbol ENVESTNET, INC. [ENV] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title 35 EAST WACKER DRIVE, SUITE 03/20/2015 below) 2400 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60601

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	03/20/2015		S	10,000	D	\$ 57.11	89,194	I	By Rodeo Alpine LLC
Common Stock	03/20/2015		S	10,000	D	\$ 57.11	71,397	I	By Shadow Hill LLC
Common Stock	03/20/2015		S	18,506	D	\$ 57.11	13,763	I	By The Sisteron Family Trust
Common	03/23/2015		S	4,500	D	\$	84,694	I	By Rodeo

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Stock					57.31			Alpine LLC
Common Stock	03/23/2015	S	4,500	D	\$ 57.31	66,897	I	By Shadow Hill LLC
Common Stock	03/23/2015	S	5,931	D	\$ 57.31	7,832	I	By The Sisteron Family Trust
Common Stock						12,000	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. Transactic Code (Instr. 8)	5. onNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.55					02/28/2012(1)	02/28/2021	Common Stock	2,990
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013(1)	02/28/2022	Common Stock	6,495
Director Stock	\$ 15.34					02/28/2014(1)	02/28/2023	Common Stock	8,837

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Option (Right to Buy)					
Director Stock Option (Right to Buy)	\$ 41.84	02/28/2015(1)	02/28/2024	Common Stock	4,183
Director Stock Option (Right to Buy)	\$ 55.29	02/28/2016(1)	02/28/2025	Common Stock	2,913

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Sisteron Yves							
35 EAST WACKER DRIVE	X						
SUITE 2400	Λ						
CHICAGO, IL 60601							

Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 03/24/2015

**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).
- Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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