

Jackson Joseph L.
Form 4
March 20, 2013

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.
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Joseph L.

(Last) (First) (Middle)

C/O WAGeworks, INC, 1100
PARK PLACE 4TH FLOOR

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WAGeworks, INC. [WAGE]

3. Date of Earliest Transaction
(Month/Day/Year)

03/18/2013

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2013		M	93,750 A	\$ 6.14 96,527 ⁽¹⁾	D	
Common Stock	03/18/2013		M	155,000 A	\$ 9.42 251,527	D	
Common Stock	03/18/2013		M	50,000 A	\$ 8.28 301,527	D	
Common Stock	03/18/2013		S	93,750 D	\$ 24 207,777	D	
Common Stock	03/18/2013		S	155,000 D	\$ 24 52,777	D	

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Common Stock 03/18/2013 S 50,000 D \$ 24 2,777 D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 6.14	03/18/2013		M	93,750	05/07/2009 05/07/2019	Common Stock 93,750
Employee Stock Option (Right to Buy)	\$ 9.42	03/18/2013		M	155,000	05/25/2007 05/25/2017	Common Stock 155,000
Employee Stock Option (Right to Buy)	\$ 8.28	03/18/2013		M	50,000	02/07/2008 02/07/2018	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jackson Joseph L. C/O WAGeworks, INC 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403	X Chief Executive Officer

Signatures

/s/ Kimberly L. Jackson,
attorney-in-fact

03/20/2013

__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).
- (1) Includes an aggregate of 2,777 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2013

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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