

WAGWORKS, INC.  
Form 4  
June 13, 2013

**FORM 4**

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

OMB APPROVAL

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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bodaken Bruce G.

(Last) (First) (Middle)  
50 BEALE STREET, 23RD FLOOR  
(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/2013

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)

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 or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	06/12/2013		M		6,500	A	\$ 6.14	44,000	I	by Bruce Bodaken 2004 Revocable Trust
Common Stock	06/12/2013		M		6,500	A	\$ 5.32	50,500	I	by Bruce Bodaken 2004 Revocable Trust
Common Stock	06/12/2013		M		11,000	A	\$ 6.18	61,500	I	by Bruce Bodaken

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Common Stock	06/12/2013	S	6,500	D	\$ <u>29.7</u> <sup>(1)</sup>	55,000	I	2004 Revocable Trust by Bruce Bodaken 2004 Revocable Trust
Common Stock	06/12/2013	S	6,500	D	\$ <u>29.67</u> <sup>(2)</sup>	48,500	I	2004 Revocable Trust by Bruce Bodaken 2004 Revocable Trust
Common Stock	06/12/2013	S	11,000	D	\$ <u>29.62</u> <sup>(3)</sup>	37,500	I	2004 Revocable Trust by Bruce Bodaken 2004 Revocable Trust
Common Stock	06/13/2013	S	37,500	D	\$ <u>29.73</u> <sup>(4)</sup>	0	I	2004 Revocable Trust by Bruce Bodaken 2004 Revocable Trust

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 or Number of Shares
Stock Option (Right to Buy)	\$ 6.14	06/12/2013		M	6,500	05/07/2009	05/07/2019	Common Stock	6,500

Stock Option (Right to Buy)	\$ 5.32	06/12/2013	M	6,500	05/06/2010	05/06/2020	Common Stock	6,500
Stock Option (Right to Buy)	\$ 6.18	06/12/2013	M	11,000	11/04/2010	11/04/2020	Common Stock	11,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bodaken Bruce G. 50 BEALE STREET, 23RD FLOOR SAN FRANCISCO, CA 94105			X	

## Signatures

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

06/13/2013

\*\*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) The price reported is a weighted average price of \$29.70. These shares were sold in multiple transactions at prices ranging from \$29.26 to \$29.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
  - (2) The price reported is a weighted average price of \$29.67. These shares were sold in multiple transactions at prices ranging from \$29.26 to \$29.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
  - (3) The price reported is a weighted average price of \$29.62. These shares were sold in multiple transactions at prices ranging from \$29.27 to \$29.93, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
  - (4) The price reported is a weighted average price of \$29.73. These shares were sold in multiple transactions at prices ranging from \$29.50 to \$30.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

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.