

WAGWORKS, INC.  
Form 4  
June 19, 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 \*  
Green Richard T.

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2013

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 Financial 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)
			Code	V	Amount or Price		
Common Stock	06/17/2013		M		48,000 A \$ 6.14	51,707 <sup>(1)</sup>	D
Common Stock	06/17/2013		M		484 A \$ 5.32	52,191	D
Common Stock	06/17/2013		S		48,000 D \$ 30.2 <sup>(2)</sup>	4,191	D
Common Stock	06/17/2013		S		484 D \$ 31.22	3,707	D
Common Stock	06/18/2013		M		14,516 A \$ 5.32	18,223	D

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Common Stock      06/18/2013      S      14,516      D      \$ 31.22      3,707      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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.14	06/17/2013		M	48,000	05/29/2009      05/29/2019	Common Stock      48,000
Employee Stock Option (Right to Buy)	\$ 5.32	06/17/2013		M	484	05/06/2010      05/06/2020	Common Stock      484
Employee Stock Option (Right to Buy)	\$ 5.32	06/18/2013		M	14,516	05/06/2010      05/06/2020	Common Stock      14,516

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

Green Richard T.  
C/O WAGeworks, INC  
1100 PARK PLACE 4TH FLOOR  
SAN MATEO, CA 94403

Chief Financial Officer

## Signatures

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

06/19/2013

\_\_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 3,707 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and May 14, 2013.
- The price reported is a weighted average price of \$30.20. These shares were sold in multiple transactions at prices ranging from \$30.12 to \$30.34, 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)

### Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Mar

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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