

WAGWORKS, INC.  
Form 4  
November 15, 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 \*  
Jackson Kimberly L.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O WAGWORKS, INC, 1100  
PARK PLACE 4TH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/13/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP General Counsel & Corp Sec

SAN MATEO, CA 94403

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/13/2013		M		1,458 A \$ 5.32	3,542 <sup>(1)</sup>	D
Common Stock	11/13/2013		S		1,458 D \$ 55.59	2,084 <sub>(2)</sub>	D
Common Stock	11/13/2013		M		16,508 A \$ 8.24	18,592	D
Common Stock	11/13/2013		S		16,508 D \$ 55.98	2,084 <sub>(3)</sub>	D
	11/13/2013		M		34 A \$ 8.24	2,118	D

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Common Stock								
Common Stock	11/13/2013		S	34	D	\$ 56.68	2,084	D
Common Stock	11/13/2013		M	3,000	A	\$ 6.14	5,084	D
Common Stock	11/13/2013		S	3,000	D	\$ 56.58 (4)	2,084	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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.32	11/13/2013		M	1,458	05/06/2010	05/06/2020	Common Stock	1,458
Employee Stock Option (Right to Buy)	\$ 8.24	11/13/2013		M	16,542	05/07/2008	05/07/2018	Common Stock	16,542
Employee Stock Option (Right to Buy)	\$ 6.14	11/13/2013		M	3,000	05/29/2009	05/29/2019	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Kimberly L. C/O WAGWORKS, INC 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403			SVP General Counsel & Corp Sec	

## Signatures

/s/ James R. Lambert,  
attorney-in-fact

11/15/2013

\_\_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 2,084 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and August 14, 2013

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.63 to \$55.72 inclusive. The reporting person undertakes to provide, upon request, WageWorks, any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.67 to \$56.55 inclusive. The reporting person undertakes to provide, upon request, WageWorks, any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$56.39 to \$56.78 inclusive. The reporting person undertakes to provide, upon request, WageWorks, any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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