Edgar Filing: WAGEWORKS, INC. - Form 4

WAGEWOR	KS, INC.										
Form 4											
February 27,	2014										
FORM	4		CECUE				NGEO		OMB AF	PROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligatior	6. Filed pu									Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5	
may conti <i>See</i> Instru 1(b).	inue. Section 17			vestment	•	· ·			1		
(Print or Type R	Responses)										
Byerwalter Mariann H Symbol			r Name and Ticker or Trading WORKS, INC. [WAGE]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check	Check all applicable)		
(Month/I			(Month/D 02/25/20	Day/Year)				_X_Director10% Owner Officer (give titleOther (specify below)below)			
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
BURLINGA	ME, CA 94010)						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/25/2014			Code V M	Amount 8,340		Price \$ 24.87	(Instr. 3 and 4) 8,340	D		
Common Stock	02/25/2014			S	8,340	D	\$ 56.55 (1)	0	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. Transactio Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercis Expiration Date (Month/Day/Y	e	and 7. Title and Amou Underlying Securi (Instr. 3 and 4)		8. D S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24.87	02/25/2014		М	8	3,340	05/16/2013	04/16/2023	Common Stock	8,340	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Byerwalter Mariann H C/O JDN CORPORATE ADVISORY LLC PO BOX 24 BURLINGAME, CA 94010	Х						
Signatures							
/s/ Kimberly L. Jackson, attorney-in-fact	02/27/2014						
**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).

The price reported is a weighted average price of \$56.55. These shares were sold in multiple transactions at prices ranging from \$56.41

to \$56.65, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

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

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.