WAGEWORKS, INC.

Form 4

March 17, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Personal Jackson Joseph L.	on * 2. Issuer Name and Ticker or Trading Symbol WAGEWORKS, INC. [WAGE]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Midd	le) 3. Date of Earliest Transaction	(Check all applicable)		
	(Month/Day/Year)	X Director 10% Owner		
C/O WAGEWORKS, INC, 110	03/13/2014	X Officer (give title Other (specify below)		
PARK PLACE 4TH FLOOR		Chief Executive Officer		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
		X Form filed by One Reporting Person		
SAN MATEO, CA 94403		Form filed by More than One Reporting Person		

(Zip)	
(Zip)	Table I Non Derivative Securities Acquired Disposed of ar Repeticially Owned

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(A)		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/13/2014		M	2,700	A	\$ 9.42	6,834	D	
Common Stock	03/13/2014		S	2,700	D	\$ 61.57 (1)	4,134	D	
Common Stock	03/14/2014		M	7,900	A	\$ 9.42	12,034	D	
Common Stock	03/14/2014		S	7,900	D	\$ 61.41 (2)	4,134 (3)	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date courities (Month/Day/Year) equired (Month/Day/Year) esposed of (Month/Day/Year) esposed of (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)	\$ 9.42	03/13/2014		M	2,700	05/25/2007	05/25/2017	Common Stock	2,700
Employee Stock Option (Right to Buy)	\$ 9.42	03/14/2014		M	7,900	05/25/2007	05/25/2017	Common Stock	7,900

Reporting Owners

/s/ Kimberly L. Wilford,

attorney-in-fact

Reporting Owner Name / Address	Relationships						
r	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							

03/17/2014

**Signature of Reporting Person Date

Reporting Owners 2

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 \$61.57. These shares were sold in multiple transactions at prices ranging from \$61.52 to \$61.67, 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.
- The price reported is a weighted average price of \$61.41. These shares were sold in multiple transactions at prices ranging from \$61.30 to \$61.56, 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) Includes an aggregate of 4,134 shares acquired under the WageWorks employee stock purchase plan between August 14, 2012 and February 14, 2014

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.