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WAGEWC Form 4 April 10, 20											
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB 3235 Number:		0287
Check t if no lo subject Section Form 4	MENT O	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:January 31, 2005Estimated average burden hours per response0.5			
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> Green Richard T.			Symbol	er Name and		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3. Date of Earliest Transaction						(Check	all applicabl	e)	
C/O WAG PARK PL	3. Date of Earliest Transaction(Month/Day/Year)04/08/2014				Director 10% Owner Officer (give title Other (specify below) below) below) Chief Financial Officer						
	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
SAN MAT	TEO, CA 94403						Form file Person	d by Mo	ore than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Dispo	sed of,	or Beneficia	lly Owned	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I) (Ir	Ownership orm: Direct or Indirect hstr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	ıl
Damindary D.	mort on a constate lin	e for each a	ass of soc				or indirectly				
Kenninder: Ko	eport on a separate lin			unues dene	Perso inform requir	ns who res nation cont red to respo	spond to the c ained in this f and unless the ntly valid OME	orm a e form	re not	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

number.

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preformance Rights	<u>(1)</u>	04/08/2014		А	V	66,000		(2)	(2)	Common Stock	66,000

Reporting Owners

Relationships							
Director	10% Owner	Officer	Other				
		Chief Financial Officer					
	04/10/2014						
		Director 10% Owner	Director 10% Owner Officer Chief Financial Officer				

<u>**</u>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) Each restricted stock unit represents a contingent right to receive one share of WageWorks, Inc. common stock.

The restricted stock units (RSU) vest in the second quarter of the 2017 calendar year should the Company achieve certain milestones as(2) outlined in the RSU agreement between the Company and the reporting person. Vested shares will be delivered to the reporting person on such vesting date.

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.