## Edgar Filing: WAGEWORKS, INC. - Form 4

WAGEWOI Form 4 April 10, 20	,									
<b>FORM</b> Check th if no lon subject t Section	<b>A 4 UNITED</b> his box ger o <b>STATE</b> 16.	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									. 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Jackson Kimberly L.			Symbol	er Name <b>an</b> EWORKS		C	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					eck all applicabl	e)	
C/O WAGI PARK PLA	(Month/ 04/08/2	Day/Year) 2014			Director 10% Owner X_ Officer (give title Other (specify below) below) SVP General Counsel & Corp Sec					
				endment, D onth/Day/Yea	-	ıl	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
SAN MAT	EO, CA 94403						Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic 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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Demin 1 D		- f 1 - 1	C							
Keminder: Rej	port on a separate lir	he for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp	or indirectly. spond to the collection tained in this form ond unless the form the valid OMB co	n are not orm	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	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)

number.

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

## **Reporting Owners**

attorney-in-fact

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Jackson Kimberly L. C/O WAGEWORKS, INC 1100 PARK PLACE 4TH FLOOR SAN MATEO, CA 94403			SVP General Counsel & Corp Sec					
Signatures								
/s/ James R. Lambert,	04	/10/2014						

\*\*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).
- (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.