

WAGEWORKS, INC.

Form 4

August 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Kimberly L.

(Last) (First) (Middle)

1100 PARK PLACE, 4TH FLOOR

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/07/2014		M		2,552	A	\$ 5.32	5,347	D
Common Stock	08/07/2014		M		12,500	A	\$ 6.18	17,847	D
Common Stock	08/07/2014		M		19,948	A	\$ 8.24	37,795	D
Common Stock	08/07/2014		S		33,700	D	\$ 45.4602	4,095	D
Common Stock ⁽¹⁾	08/07/2014		S		1,300	D	\$ 46.1742	2,795	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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(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
Stock Options (Right to Buy)	\$ 5.32	08/07/2014		M		2,552		05/06/2010	05/06/2020	Common Stock	2,552
Stock Options (Right to Buy)	\$ 6.18	08/07/2014		M		12,500		11/04/2010	11/04/2020	Common Stock	12,500
Stock Options (Right to Buy)	\$ 8.24	08/07/2014		M		19,948		05/07/2008	05/07/2018	Common Stock	19,948

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Kimberly L. 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403			General Counsel	

Signatures

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

08/11/2014

__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).

Includes 37 shares of Common Stock acquired under the WageWorks employee stock purchase plan on May 14, 2014 such that an
(1) aggregate of 2,795 shares of Common Stock have been acquired under the WageWorks employee stock purchase plan between August 14, 2012 and May 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.

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