Edgar Filing: WAGEWORKS, INC. - Form 4

February 20, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL Form 4 or Form 4 or Form 5 section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 S. Relationship of Reporting Person(s) to Issuer .v. Amme and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (giv tille) If 00 Owner below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (giv tille) If 00 Owner below) (City) (State) 2. A Deemed 3. A 4. Securities S. Amounto B. 7. Transaction Acquired (Applicable Line) - Form filed by One Reporting Person - Form f	WAGEWOR	KS, INC.										
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0r							(A)					
Code V Amount (D) Price (Instr. 5 and 4)					Code V	Amount		(Instr. 3 and 4)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Reminder: Repo	rt on a separate line	e for each cla	iss of seci	urities bene	ficially ow	ned directly	or indirectly				
Persons who respond to the collection of SEC 1474	po	parate fine				•	•	•	ection of	SEC 1474		

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	<u>(1)</u>	02/18/2015		А	V	20,000		(2)	(2)	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Callan Colm 1100 PARK PLACE, 4TH FLOOR SAN MATEO, CA 94403			Chief Financial Officer	
Signatures				
/s/ Kimberly L. Wilford, attorney-in-fact		02/18/2015		
**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 first quarter of the 2018 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.