

WAGEWORKS, INC.

Form 4

May 24, 2016

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 Joseph 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)

05/20/2016

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)

Chief Executive Officer

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)
Common Stock ⁽¹⁾	05/20/2016		M	50,000 (A)	\$ 9.42 101,481	D	
Common Stock	05/20/2016		S	50,000 (2)	\$ 55 51,481	D	
Common Stock	05/23/2016		M	21,198 (A)	\$ 9.42 72,679	D	
Common Stock	05/23/2016		S	21,198 (3)	\$ 55.94 51,481	D	
Common Stock	05/24/2016		M	24,883 (A)	\$ 9.42 76,364	D	

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Common Stock	05/24/2016	S	24,883 (4)	D	\$ 56.24	51,481	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. 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)	\$ 9.42	05/20/2016		M	50,000	05/25/2007 05/25/2017	Common Stock 50,000
Stock Options (Right to Buy)	\$ 9.42	05/23/2016		M	21,198	05/25/2007 05/25/2017	Common Stock 21,198
Stock Options (Right to Buy)	\$ 9.42	05/24/2016		M	24,883	05/25/2007 05/25/2017	Common Stock 24,883

Reporting Owners

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

Signatures

/s/ Kimberly L. Wilford,
attorney-in-fact

05/24/2016

__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) Includes 334 shares that have been acquired under the Wageworks employee stock purchase plan on May 13, 2016.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.02, 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 as set forth in this footnote.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.75 to \$56.25, 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 as set forth in this footnote.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.50, 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 as set forth in this footnote.

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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