

Dubyak Michael E
 Form 4
 March 05, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dubyak Michael E

2. Issuer Name and Ticker or Trading Symbol
 WEX Inc. [WXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O WEX INC., 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

(Street)
 SOUTH PORTLAND, ME 04016

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

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

(City) (State) (Zip)

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	03/03/2013		M	V	113,125 A \$ 0	174,087	D
Common Stock	03/03/2013		F(4)	D	\$ 52,184 75.66	121,903	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units ⁽¹⁾	\$ 0	03/01/2013		A		113,125		<u>(2)</u>	<u>(2)</u>	Common Stock	113
Restricted Stock Units	\$ 0	03/03/2013		M		113,125		<u>(3)</u>	<u>(3)</u>	Common Stock	113

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dubyak Michael E C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04016	X		Chairman, President & CEO	

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Michael E. Dubyak 03/05/2013

__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).
- The Compensation Committee of the Company's Board of Directors certified that the performance criteria established in connection with
- (1) this grant had been met as of March 1, 2013. As a result of achieving the performance criteria, the reporting person's right to these units was established.
 - (2) Restricted Stock Units ("RSU's") vest with respect to all of these units on March 3, 2013.
 - (3) RSU's vested on March 3, 2013 and each RSU converted into one share of common stock.
 - (4) Represents tax withholding in connection with the vesting of the RSUs on March 3, 2013.

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.