Dubyak Michael E Form 4 March 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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OMB APPROVAL

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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

1(b).

(City)

(State)

(7:n)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dubyak Michael E Issuer Symbol WEX Inc. [WXS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify C/O WEX INC., 97 DARLING 03/01/2013 below) **AVENUE** Chairman, President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SOUTH PORTLAND, ME 04016 Person

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative S | ecurit | ies Acqui | red, Disposed of, | or Beneficiall | y 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. Securitie omr Disposec (Instr. 3, 4 a | d 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) |
| Common Stock | 03/03/2013 | | M | 113,125 | A | \$0 | 174,087 | D | |
| Common Stock | 03/03/2013 | | F(4) | 52,184 | D | \$ 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|--|--------------------------------------|---|---|---|---------|--|--------------------|---|-----------------------|
| | y | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amor Numl Share |
| Restricted Stock Units (1) | \$ 0 | 03/01/2013 | | A | 113,125 | | <u>(2)</u> | (2) | Common Stock | 113. |
| Restricted Stock Units | \$ 0 | 03/03/2013 | | M | | 113,125 | <u>(3)</u> | (3) | 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

X

Chairman, President & CEO

SOUTH PORTLAND, ME 04016

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.

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