

Hogan George W  
Form 4  
March 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hogan George W

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

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

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

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

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)  
SVP & Chf. Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price   |  |   |
| Common Stock                    | 03/03/2013                           |  | M                              |   | 10,045 A \$ 0   | 17,131   | D   |
| Common Stock                    | 03/03/2013                           |  | F(4)                           |   | 3,250 D \$ 75.66  | 13,881   | D   |
| Common Stock                    | 03/03/2013                           |  | M                              |   | 1,236 A \$ 0  | 15,117   | D   |
| Common Stock                    | 03/03/2013                           |  | F(4)                           |   | 398 D \$ 75.66  | 14,719   | D   |
| Common Stock                    |                                      |  |                                |   |   | 189  | I By 401(k) Plan                                      |

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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) |        |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|--------|
|  |  |                                      |  |                                | V   | (A)    | (D) | Date Exercisable   | Expiration Date |   |        |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0   | 03/01/2013                           |  | A                              |   | 10,045 |     | <u>(2)</u>   | <u>(2)</u>      | Common Stock  | 10,045 |
| Restricted Stock Units                     | \$ 0   | 03/03/2013                           |  | M                              |   | 10,045 |     | <u>(3)</u>   | <u>(3)</u>      | Common Stock  | 10,045 |
| Restricted Stock Units                     | \$ 0   | 03/03/2013                           |  | M                              |   | 1,236  |     | <u>(3)</u>   | <u>(3)</u>      | Common Stock  | 1,236  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Hogan George W<br>C/O WEX INC.<br>97 DARLING AVENUE<br>SOUTH PORTLAND, ME 04106 |               |           | SVP & Chf. Information Officer |       |

## Signatures

/s/ Gregory Wiessner, as attorney-in-fact for George Hogan 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).
- (1) The Compensation Committee of the Company's Board of Directors certified that the performance criteria established in connection with 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

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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.

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