

Morin Jamie
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Morin Jamie

(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
X Officer (give title below) ___ Other (specify below)

SVP, Client Service Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/03/2013 | | M | 8,959 A \$ 0 | 14,157 | D | |
| Common Stock | 03/03/2013 | | F ⁽⁴⁾ | 2,899 D \$ 75.66 | 11,258 | D | |
| Common Stock | 03/03/2013 | | M | 1,103 A \$ 0 | 12,361 | D | |
| Common Stock | 03/03/2013 | | F ⁽⁴⁾ | 352 D \$ 75.66 | 12,009 | D | |
| Common Stock | 03/05/2013 | | S ⁽⁵⁾ | 5,448 D \$ 75.13 | 6,561 | 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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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 03/01/2013 | | A | 8,959 | (2) (2) | Common Stock | 8,959 |
| Restricted Stock Units | \$ 0 | 03/03/2013 | | M | 8,959 | (3) (3) | Common Stock | 8,959 |
| Restricted Stock Units | \$ 0 | 03/03/2013 | | M | 1,103 | (3) (3) | Common Stock | 1,103 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morin Jamie C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106 | | | SVP, Client Service Operations | |

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Jamie Morin 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).

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- 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.
 - (5) These securities have been sold pursuant to a Rule 10b5-1 trading plan that was adopted on November 12, 2012.

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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