Strzegowski Gregory Scott Form 4 March 12, 2013

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Strzegowski Gregory Scott			2. Issuer Name <b>and</b> Ticker or Trading Symbol WEX Inc. [WXS]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O WEX INC., 97 DARLING AVENUE			(Month/Day/Year) 03/10/2013	Director 10% Owner _X Officer (give title Other (specify below)  SVP Corporate Development		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
SOUTH PORTLAND, ME 04106				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securi on(A) or D: (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
,		(Month/Day/Year)	(Instr. 8)		(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/10/2013		Code V M	Amount 1,161	(D)	Price \$ 0	13,173	D	
Common Stock	03/10/2013		F(2)	377	D	\$ 77.77	12,796	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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerce Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	03/10/2013		M	1,161	<u>(1)</u>	(1)	Common Stock	1,161	\$

## **Reporting Owners**

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Strzegowski Gregory Scott C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

**SVP** Corporate Development

## **Signatures**

/s/ Gregory Wiessner, as attorney-in-fact for Gregory Scott Strzegowski

03/12/2013

\*\*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) Restricted Stock Units ("RSUs") vested on March 10, 2013 and each RSU converted into one share of common stock.
- (2) Represents tax withholding in connection with the vesting of the RSUs on March 10, 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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