

WEX Inc.

Form 4

March 17, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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. [WEX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2015

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, International

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/15/2015		M		426	A \$ 0	11,531 D
Common Stock	03/15/2015		F		138	D \$ 103.75	11,393 D
Common Stock	03/15/2015		M		587	A \$ 0	11,980 D
Common Stock	03/15/2015		F		190	D \$ 103.75	11,790 D
Common Stock	03/15/2015		M		470	A \$ 0	12,260 D

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Common Stock	03/15/2015	F	153	D	\$ 103.75	12,107	D	
Common Stock	03/15/2015	M	802	A	\$ 0	12,909	D	
Common Stock	03/15/2015	F	260	D	\$ 103.75	12,649	D	
Common Stock						189	I	By 401(k) Plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2015		M		426		(1)	(1)	Common Stock	426
Restricted Stock Units	\$ 0	03/15/2015		M		587		(1)	(1)	Common Stock	587
Restricted Stock Units	\$ 0	03/15/2015		M		470		(1)	(1)	Common Stock	470
Restricted Stock Unit	\$ 0	03/15/2015		M		802		(1)	(1)	Common Stock	802
Restricted Stock Units	\$ 0	03/15/2015		A		675		(2)	(2)	Common Stock	675
Stock Option	\$ 103.75	03/15/2015		A		2,050		(3)	03/15/2025	Common Stock	2,050

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hogan George W C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, International	

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for George Hogan	03/17/2015
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__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) RSUs vested on 3/15/2015 and each RSU converted into one share of common stock.
- (2) RSUs vest with respect to one third of these units on each of 3/15/2016, 3/15/2017 and 3/15/2018.
- (3) This stock option will vest with respect to one third of these shares on each of 3/15/2016, 3/15/2017 and 3/15/2018.

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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