

WEX Inc.
Form 4
March 17, 2016

FORM 4

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

OMB APPROVAL

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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. [WEX]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2016

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2016		M	427 A \$ 0	14,271	D	
Common Stock	03/15/2016		F(1)	138 D \$ 78.32	14,133	D	
Common Stock	03/15/2016		M	470 A \$ 0	14,603	D	
Common Stock	03/15/2016		F(1)	153 D \$ 78.32	14,450	D	
Common Stock	03/15/2016		M	716 A \$ 0	15,166	D	

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Common Stock	03/15/2016	F ⁽¹⁾	233	D	\$ 78.32	14,933	D	
Common Stock	03/15/2016	M	589	A	\$ 0	15,522	D	
Common Stock	03/15/2016	F ⁽¹⁾	191	D	\$ 78.32	15,331	D	
Common Stock	03/15/2016	M	803	A	\$ 0	16,134	D	
Common Stock	03/15/2016	F ⁽¹⁾	260	D	\$ 78.32	15,874	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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 77.2	03/15/2016		A	4,782	<u>(2)</u> 03/15/2026	Common Stock	4,782
Restricted Stock Units	\$ 0	03/15/2016		A	1,619	<u>(3)</u> <u>(3)</u>	Common Stock	1,619
Restricted Stock Units	\$ 0	03/15/2016		M	427	<u>(4)</u> <u>(4)</u>	Common Stock	427
Restricted Stock	\$ 0	03/15/2016		M	470	<u>(4)</u> <u>(4)</u>	Common Stock	470

Units									
Restricted Stock Units	\$ 0	03/15/2016	M	716	<u>(4)</u>	<u>(4)</u>	Common Stock	716	
Restricted Stock Units	\$ 0	03/15/2016	M	589	<u>(4)</u>	<u>(4)</u>	Common Stock	589	
Restricted Stock Unit	\$ 0	03/15/2016	M	803	<u>(4)</u>	<u>(4)</u>	Common Stock	803	

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 03/17/2016

__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) Represents tax withholdings in connection with the vesting of the RSUs on March 15, 2016.
- (2) This stock option will vest with respect to one third of these shares on each of 3/15/2017, 3/15/2018 and 3/15/2019.
- (3) RSUs vest with respect to one third of these units on each of 3/15/2017, 3/15/2018 and 3/15/2019.
- (4) RSUs vested on 3/15/2016 and each RSU converted into one share of common stock.

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.