

WEX Inc.
Form 4
May 21, 2013

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 *
POND KIRK P

(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)
05/17/2013

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/18/2013 | | M | 1,678 A \$0 (2) | 25,521 | D | |
| Common Stock | 05/20/2013 | | M | 437 A \$0 (3) | 25,958 | D | |
| Common Stock | 05/21/2013 | | M | 733 A \$0 (4) | 26,691 | D | |
| Common Stock | | | | | 3,000 | I | By the Nancy St. John Pond Account |
| | | | | | 700 | I | |

| | | | | | | |
|--------------|-------|---|--|--|--|-------------------------------|
| Common Stock | | | | | | By the Loretta A. Pond Trust |
| Common Stock | 2,500 | I | | | | By the Pond Family Foundation |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 0 | 05/17/2013 | | A | 1,239 | (1) (1) | Common Stock | 1,239 |
| Restricted Stock Units | \$ 0 | 05/18/2013 | | M | 1,678 | (2) (2) | Common Stock | 1,678 |
| Restricted Stock Units | \$ 0 | 05/20/2013 | | M | 437 | (3) (3) | Common Stock | 437 |
| Restricted Stock Units | \$ 0 | 05/21/2013 | | M | 733 | (4) (4) | Common Stock | 733 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POND KIRK P C/O WEX INC. | | X | | |

97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Kirk
Pond

05/21/2013

__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") will vest in total on 5/17/2014.
- (2) RSUs vested in total on 5/18/2013 and each RSU converted into one share of common stock.
- (3) RSUs vested on 5/20/2013 and each RSU converted into one share of common stock.
- (4) RSUs vested on 5/21/2013 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.
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