

Dubyak Michael E
 Form 4
 May 20, 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 *
 Dubyak Michael E

2. Issuer Name and Ticker or Trading Symbol
 WEX Inc. [WXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O WEX INC., 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Street)
 SOUTH PORTLAND, ME 04016

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/16/2013		S ⁽¹⁾	21,577 D \$ 71.9642	108,823	D	
Common Stock	05/17/2013		M	43,838 A \$ 30.06	152,661	D	
Common Stock	05/17/2013		S ⁽²⁾	30,301 D \$ 72.1138	122,360	D	
Common Stock	05/17/2013		S ⁽³⁾	6,235 D \$ 71.508	116,125	D	

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 30.06	05/17/2013		M	43,838	03/03/2010	03/03/2018	Common Stock	43,838
Restricted Stock Units	\$ 0	05/16/2013		A	23,415	(4)	(4)	Common Stock	23,415

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dubyak Michael E C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04016	X		Chairman & CEO	

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Michael E. Dubyak 05/20/2013

__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).

The price listed is a weighted average price for all shares sold. All shares were sold for between \$71.7500 and \$72.0700. Upon request, (1) the reporting person will provide the Securities and Exchange Commission, WEX Inc. or any security holder of WEX Inc. with full information regarding the number of shares sold at each separate purchase price.

The price listed is a weighted average price for all shares sold. All shares were sold for between \$71.9000 and \$72.2600. Upon request, (2) the reporting person will provide the Securities and Exchange Commission, WEX Inc. or any security holder of WEX Inc. with full information regarding the number of shares sold at each separate purchase price.

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- The price listed is a weighted average price for all shares sold. All shares were sold for between \$71.7550 and \$71.7640. Upon request,
- (3) the reporting person will provide the Securities and Exchange Commission, WEX Inc. or any security holder of WEX Inc. with full information regarding the number of shares sold at each separate purchase price.
 - (4) Restricted Stock Units will vest in total on December 30, 2014.

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.