WEX Inc.
Form 4
March 17, 2015

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Elder Steven Alan

(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 & Chief Financial Officer

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		681	A	$ 0	9,069	D	
Common Stock	03/15/2015		F		221	D	$ 103.75	8,848	D	
Common Stock	03/15/2015		M		939	A	$ 0	9,787	D	
Common Stock	03/15/2015		F		304	D	$ 103.75	9,483	D	
Common Stock	03/15/2015		M		651	A	$ 0	10,134	D	

Common Stock	03/15/2015		F	211	D	$ 103.75	9,923	D
Common Stock	03/15/2015		M	1,112	A	$ 0	11,035	D
Common Stock	03/15/2015		F	360	D	$ 103.75	10,675	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)	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			681	(1)	(1)	Common Stock	681
Restricted Stock Units	$ 0	03/15/2015		M			939	(1)	(1)	Common Stock	939
Restricted Stock Unit	$ 0	03/15/2015		M			651	(1)	(1)	Common Stock	651 (2)
Restricted Stock Unit	$ 0	03/15/2015		M			1,112	(1)	(1)	Common Stock	1,112
Restricted Stock Units	$ 0	03/15/2015		A		386		(3)	(3)	Common Stock	386
Stock Option (right to buy)	$ 103.75	03/15/2015		A		1,171		(4)	03/15/2025	Common Stock	1,171

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elder Steven Alan C/O WEX INC. 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP & Chief Financial Officer	

Signatures

/s/Gregory Wiessner, as attorney-in-fact for Steven Alan Elder	03/17/2015
**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) The total number of RSUs granted on March 15, 2014 were incorrectly reported on the Form 4 filed on 03/18/2014 as 1,995. The correct number of RSUs granted was 1,953, out of which 1/3rd (651) are vesting on March 15, 2015.

(3) RSUs vest with respect to one third of these units on each of 3/15/2016, 3/15/2017 and 3/15/2018.

(4) 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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