

Wright Express CORP
 Form 4
 April 01, 2008

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 *
 Cornett Robert C

(Last) (First) (Middle)

C/O WRIGHT EXPRESS CORPORATION, 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Wright Express CORP [WXS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/30/2008

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)
 SVP HR & Chf. People Officer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 03/31/2008 | | M | | | 678 | A | \$ 0 | 13,050 | D |
| Common Stock | 03/31/2008 | | F ⁽⁵⁾ | | | 214 | D | \$ 31.3 | 12,836 | D |
| Common Stock | 03/31/2008 | | M | | | 678 | A | \$ 0 | 13,514 | D |
| Common Stock | 03/31/2008 | | F ⁽⁵⁾ | | | 214 | D | \$ 31.3 | 13,300 | D |
| Common Stock | 03/30/2008 | | M | | | 783 | A | \$ 0 | 14,083 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|---------|--------|---|
| Common Stock | 03/30/2008 | F ⁽⁶⁾ | 247 | D | \$ 31.3 | 13,836 | D |
| Common Stock | 03/30/2008 | M | 1,002 | A | \$ 0 | 14,838 | D |
| Common Stock | 03/30/2008 | F ⁽⁶⁾ | 316 | D | \$ 31.3 | 14,522 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 03/31/2008 | | M | 678 | <u>(1)</u> | <u>(1)</u> | Common Stock | 678 |
| Restricted Stock Units | \$ 0 | 03/31/2008 | | M | 678 | <u>(2)</u> | <u>(2)</u> | Common Stock | 678 |
| Restricted Stock Units | \$ 0 | 03/30/2008 | | M | 783 | <u>(3)</u> | <u>(3)</u> | Common Stock | 783 |
| Restricted Stock Units | \$ 0 | 03/30/2008 | | M | 1,002 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,002 |
| Restricted Stock Units | \$ 0 | 03/30/2008 | | A | 1,821 | <u>(7)</u> | <u>(7)</u> | Common Stock | 1,821 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Cornett Robert C
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

SVP HR & Chf. People Officer

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Robert C.

Cornett

04/01/2008

__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") vested on 3/31/2008 and each RSU converted into one share of common stock.
- (2) RSUs vested on 3/31/2008 and each RSU converted into one share of common stock. The RSUs were originally granted as performance based stock units and converted into RSUs on 3/1/2007.
- (3) RSUs vested on 3/30/2008 and each RSU converted into one share of common stock.
- (4) RSUs vested on 3/30/2008 and each RSU converted into one share of common stock. The RSUs were originally granted as performance based stock units and converted into RSUs on 2/6/2008.
- (5) Represents tax withholding in connection with the vesting of RSUs on 3/31/2008.
- (6) Represents tax withholding in connection with the vesting of RSUs on 3/30/2008.
- (7) RSUs will become exercisable with respect to 25% of the shares on each of March 30, 2009; March 30, 2010; March 30, 2011 and March 30, 2012.

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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