

Wright Express CORP
Form 4
April 01, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hogan George W

(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
__X__ Officer (give title below) ____ Other (specify
below)

SVP & Chf. Information 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)
Common Stock	03/30/2008		M	206	A \$ 0	206	D
Common Stock	03/30/2008		F ⁽³⁾	78	D \$ 31.3	128	D
Common Stock	03/30/2008		M	263	A \$ 0	391	D
Common Stock	03/30/2008		F ⁽³⁾	100	D \$ 31.3	291	D
Common Stock						123	I By 401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. I
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	03/30/2008		M		206	(1) (1)	Common Stock 206
Restricted Stock Units	\$ 0	03/30/2008		M		263	(2) (2)	Common Stock 263
Restricted Stock Units	\$ 0	03/30/2008		A		1,677	(4) (4)	Common Stock 1,677

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hogan George W C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106	SVP & Chf. Information Officer

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for George W.
Hogan

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) RSUs vested on 3/30/2008 and each RSU converted into one share of common stock.
- (2) 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.
- (3) Represents tax withholding in connection with the vesting of RSUs on 3/30/2008.
- (4) 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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