

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Melissa D

(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)

CFO, EVP Finance and Ops.

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	03/31/2008		M		1,085	A	\$ 0	31,360	D
Common Stock	03/31/2008		F ⁽⁵⁾		342	D	\$ 31.3	31,018	D
Common Stock	03/31/2008		M		1,085	A	\$ 0	32,103	D
Common Stock	03/31/2008		F ⁽⁵⁾		342	D	\$ 31.3	31,761	D
Common Stock	03/30/2008		M		1,319	A	\$ 0	33,080	D

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Common Stock	03/30/2008	F ⁽⁶⁾	415	D	\$ 31.3	32,665	D
Common Stock	03/30/2008	M	1,687	A	\$ 0	34,352	D
Common Stock	03/30/2008	F ⁽⁶⁾	531	D	\$ 31.3	33,821	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. Price or Value 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	03/31/2008		M	1,085	<u>(1)</u> <u>(1)</u>	Common Stock	1,085
Restricted Stock Units	\$ 0	03/31/2008		M	1,085	<u>(2)</u> <u>(2)</u>	Common Stock	1,085
Restricted Stock Units	\$ 0	03/30/2008		M	1,319	<u>(3)</u> <u>(3)</u>	Common Stock	1,319
Restricted Stock Units	\$ 0	03/30/2008		M	1,687	<u>(4)</u> <u>(4)</u>	Common Stock	1,687

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Melissa D
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

CFO, EVP Finance and Ops.

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Melissa D.
Smith

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.

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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