

Wright Express CORP
Form 4
May 20, 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 *
POND KIRK P

(Last) (First) (Middle)

3 CANTER LANE

(Street)

CAPE ELIZABETH, ME 04107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Wright Express CORP [WXS]

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

05/16/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
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Common
Stock

05/18/2008

Code V Amount (A) or (D) Price
M 717 A \$ 0
(2)

20,215

D

Common
Stock

3,000

I

By the
Nancy St.
John Pond
Account

Common
Stock

700

I

By the
Loretta A.
Pond Trust

Common
Stock

2,500

I

By the Pond
Family
Foundation

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/16/2008		A		2,220	(1) (1)	Common Stock 2,220
Restricted Stock Units	\$ 0	05/18/2008		M		717	(2) (2)	Common Stock 717

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POND KIRK P 3 CANTER LANE CAPE ELIZABETH, ME 04107	X

Signatures

/s/ Hilary A. Rapkin as attorney in fact for Kirk
Pond 05/20/2008

**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 will vest with respect to one third of the shares on each of 5/16/2009, 5/16/2010 and 5/16/2011 subject to the reporting person's continued service to Wright Express Corporation and other conditions.

(2) Restricted Stock Units vested on 5/18/2008 and each RSU converted into one share of common stock.

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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