

Greenleaf Katherine M
 Form 4
 February 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Greenleaf Katherine M

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 97 DARLING AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Client Service Operations

SOUTH PORTLAND, ME 04106
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Price		
Common Stock	02/22/2005		A		1,000 A \$ 18	1,000	D
Common Stock ⁽¹⁾	02/22/2005		A		27,749 A \$ 17.3	28,749	D
Common Stock	02/22/2005		F ⁽²⁾		8,728 D \$ 17.08	20,021	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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	02/22/2005		A	18,333	(3)	(3)	Common Stock	18,333
Stock Options ⁽¹⁾	\$ 10.53	02/22/2005		A	1,271	02/22/2005	03/12/2011	Common Stock	1,271
Stock Options ⁽¹⁾	\$ 14.37	02/22/2005		A	57,270	02/22/2005	01/22/2012	Common Stock	57,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenleaf Katherine M 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, Client Service Operations	

Signatures

Hilary A. Rapkin, as attorney-in-fact for Katherine M. Greenleaf
 02/24/2005
 __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) Securities were granted under the Wright Express Corporation ("Wright Express") 2005 Equity and Incentive Plan in connection with the initial public offering of Wright Express and the reporting person's surrender of restricted stock units of Cendant Corporation ("Cendant"), the parent of Wright Express prior to the initial public offering, and stock options to purchase Cendant common stock.
- (2) Represents tax withholdings in connection with the surrender of restricted stock units of Cendant in exchange for common stock of Wright Express.
- (3) Restricted Stock Units will become exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Greenleaf Katherine M - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.