Wright Express CORP
Form 4
April 01, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maxsimic David 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)
EVP, Sales & Marketing

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		972	A	$ 0	19,063	D	
Common Stock	03/31/2008		F(5)		306	D	$ 31.3	18,757	D	
Common Stock	03/31/2008		M		972	A	$ 0	19,729	D	
Common Stock	03/31/2008		F(5)		306	D	$ 31.3	19,423	D	
Common Stock	03/30/2008		M		1,484	A	$ 0	20,907	D	

Common Stock	03/30/2008	F[6]	467	D	$ 31.3	20,440	D
Common Stock	03/30/2008	M	1,898	A	$ 31.3	22,338	D
Common Stock	03/30/2008	F[6]	597	D	$ 31.3	21,741	D

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

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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. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0	03/31/2008		M			972	[1]	[1]	Common Stock	972	$
Restricted Stock Units	$ 0	03/31/2008		M			972	[2]	[2]	Common Stock	972	$
Restricted Stock Units	$ 0	03/30/2008		M			1,484	[3]	[3]	Common Stock	1,484	$
Restricted Stock Units	$ 0	03/30/2008		M			1,898	[4]	[4]	Common Stock	1,898	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Maxsimic David D
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

EVP, Sales & Marketing

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for David D. Maxsimic — 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 restricted stock units 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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