

GHOSH SHIKHAR
Form 4
May 22, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
GHOSH SHIKHAR

(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)
05/18/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/20/2012 | | M | | 437 | A | \$ 0 (2) |
| Common Stock | 05/21/2012 | | M | | 732 | A | \$ 0 (3) |

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 05/18/2012 | | M | 1,678 | (1) (1) | Common Stock | 1,678 |
| Restricted Stock Units | \$ 0 | 05/20/2012 | | M | 437 | (2) (2) | Common Stock | 437 |
| Restricted Stock Units | \$ 0 | 05/21/2012 | | M | 732 | (3) (3) | Common Stock | 732 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GHOSH SHIKHAR
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

X

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Shikhar Ghosh

05/22/2012

__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 in total on 5/18/2013.

(2) Restricted Stock Units ("RSUs") vested on 5/20/2012 and each RSU converted into one share of common stock.

Restricted Stock Units ("RSUs") vested on 5/21/2012. Upon vesting these shares have been credited under the Wright Express Corporation Non-Employee Deferred Compensation Plan and will be paid to the reporting person as common stock 200 days immediately following the date upon which the holder's services as a member of the Board of Directors terminate for any reason.

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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