

Wright Express CORP
 Form 4
 April 01, 2008

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

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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 *
 Dubyak Michael E

(Last) (First) (Middle)

C/O WRIGHT EXPRESS CORPORATION, 97 DARLING AVENUE

(Street)

SOUTH PORTLAND, ME 04016

(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
 Officer (give title below) Other (specify below)
 President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/31/2008 | | M | 3,389 | A \$ 0 | 56,153 | D |
| Common Stock | 03/31/2008 | | F ⁽⁴⁾ | 1,405 | D \$ 31.3 | 54,748 | D |
| Common Stock | 03/31/2008 | | M | 3,389 | A \$ 0 | 58,137 | D |
| Common Stock | 03/31/2008 | | F ⁽⁴⁾ | 1,405 | D \$ 31.3 | 56,732 | D |
| Common Stock | 03/30/2008 | | M | 10,549 | A \$ 0 | 67,281 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|---------|--------|---|---------------------------|
| Common Stock | 03/30/2008 | F ⁽⁵⁾ | 4,373 | D | \$ 31.3 | 62,908 | D | |
| Common Stock | | | | | | 34,224 | I | Michael E. Dubyak by GRAT |

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

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SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 03/31/2008 | | M | 3,389 | <u>(1)</u> | <u>(1)</u> | Common Stock 3,389 |
| Restricted Stock Units | \$ 0 | 03/31/2008 | | M | 3,389 | <u>(2)</u> | <u>(2)</u> | Common Stock 3,389 |
| Restricted Stock Units | \$ 0 | 03/30/2008 | | M | 10,549 | <u>(3)</u> | <u>(3)</u> | Common Stock 10,549 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dubyak Michael E C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04016 | X | | President & CEO | |

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Michael E.
Dubyak

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. The RSUs were originally granted as performance based stock units and converted into RSUs on 2/6/2008.
 - (4) Represents tax withholding in connection with the vesting of RSUs on 3/31/2008.
 - (5) 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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