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MAHEU RONALD T

Form 3

February 22, 2005

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

OMB

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Number: Expires:

response...

January 31,

2005

0.5

SECURITIES

Estimated average burden hours per

OMB APPROVAL

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 *

MAHEU RONALD T

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/22/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Wright Express CORP [WXS]

4. Relationship of Reporting Person(s) to Issuer

X Director

5. If Amendment, Date Original

Filed(Month/Day/Year)

97 DARLING AVENUE

(Street)

(Check all applicable)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Officer _Other Person (give title below) (specify below) Form filed by More than One

10% Owner

Reporting Person

SOUTH PORTLAND, Â MEÂ 04106

(City)

1. Title of Security

(Instr. 4)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

(Instr. 4)

Amount or Number of Shares

Price of Derivative Security: Security Direct (D) or Indirect (I)

(Instr. 5)

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Restricted Stock Units $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} Stock$ Common Stock 2,777 \$ 18 D \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Â

MAHEU RONALD T 97 DARLING AVENUE Â X Â Â

SOUTH PORTLAND, MEÂ 04106

Signatures

Hilary A. Rapkin, as attorney-in-fact 02/22/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Restricted Stock Units are granted under the Wright Express Corporation 2005 Equity and Incentive Plan. Each Restricted Stock Unit is payable in one share of Wright Express common stock 200 days immediately following the date upon which the holder's services as a member of the Board of Directors of Wright Express Corporation terminates 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. 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.

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