

Cornett Robert C
Form 4
April 01, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cornett Robert C

(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)

03/30/2010

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 ____ Other (specify
below) below)

SVP HR

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	03/30/2010		M		784	A \$ 0	17,576 D
Common Stock	03/30/2010		F ⁽⁶⁾		247	D \$ 30.85	17,329 D
Common Stock	03/30/2010		M		1,002	A \$ 0	18,331 D
Common Stock	03/30/2010		F ⁽⁶⁾		316	D \$ 30.85	18,015 D
Common Stock	03/30/2010		M		455	A \$ 0	18,470 D

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Common Stock	03/30/2010	<u>F</u> (6)	144	D	\$ 30.85	18,326	D
Common Stock	03/31/2010	M	678	A	\$ 0	19,004	D
Common Stock	03/31/2010	<u>F</u> (7)	214	D	\$ 31.08	18,790	D
Common Stock	03/31/2010	M	678	A	\$ 0	19,468	D
Common Stock	03/31/2010	<u>F</u> (7)	214	D	\$ 31.08	19,254	D

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

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(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. Price or Value 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	03/30/2010		M		784		<u>(1)</u>	<u>(1)</u>	Common Stock	784	\$ 0
Restricted Stock Units	\$ 0	03/30/2010		M		1,002		<u>(2)</u>	<u>(2)</u>	Common Stock	1,002	\$ 0
Restricted Stock Units	\$ 0	03/30/2010		M		455		<u>(3)</u>	<u>(3)</u>	Common Stock	455	\$ 0
Restricted Stock Units	\$ 0	03/31/2010		M		678		<u>(4)</u>	<u>(4)</u>	Common Stock	678	\$ 0
Restricted Stock	\$ 0	03/31/2010		M		678		<u>(5)</u>	<u>(5)</u>	Common Stock	678	\$ 0

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornett Robert C C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106				SVP HR

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Robert C.
Cornett

04/01/2010

__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 3/30/2010 and each RSU converted into one share of common stock.
- (2) RSUs vested on 3/30/2010 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.
- (3) RSUs vested on 3/30/2010 and each RSU converted into one share of common stock.
- (4) RSUs vested on 3/31/2010 and each RSU converted into one share of common stock.
- (5) RSUs vested on 3/31/2010 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.
- (6) Represents tax withholding in connection with the vesting of RSUs on 3/30/2010.
- (7) Represents tax withholding in connection with the vesting of RSUs on 3/31/2010.

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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