

Cornett Robert C
 Form 4
 April 03, 2007

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 *
 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)
 03/30/2007

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)
 SVP HR & Chf. People Officer

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 or Price | | |
| Common Stock | 03/31/2007 | | M | | 677 A \$ 0 | 8,547 | D |
| Common Stock | 03/31/2007 | | F ⁽³⁾ | | 213 D \$ 30.33 | 8,334 | D |
| Common Stock | 03/31/2007 | | M | | 677 A \$ 0 | 9,011 | D |
| Common Stock | 03/31/2007 | | F ⁽³⁾ | | 213 D \$ 30.33 | 8,798 | D |
| Common Stock | 04/02/2007 | | S ⁽⁵⁾ | | 3,500 D \$ 30.5 | 5,298 | D |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 03/30/2007 | | A | 3,135 | (1) (1) | Common Stock | 3,135 |
| Restricted Stock Units | \$ 0 | 03/31/2007 | | M | 677 | (2) (2) | Common Stock | 677 |
| Restricted Stock Units | \$ 0 | 03/31/2007 | | M | 677 | (4) (4) | Common Stock | 677 |

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 & Chf. People Officer | |

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Robert C. Cornett

04/03/2007

**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 become exercisable with respect to 25% of the shares on each of March 30, 2008; March 30, 2009; March 30, 2010 and March 30, 2011.
- (2) Restricted stock units vested on 3/31/2007 and each restricted stock unit converted into one share of common stock.
- (3) Represents tax withholding in connection with the vesting of restricted stock units on 3/31/2007.
- (4) Restricted stock units vested on 3/31/2007 and each restricted stock unit converted into one share of common stock. The restricted stock units were originally granted as performance based stock units and converted into restricted stock units at target on 3/1/2007.
- (5) These securities have been sold pursuant to a Rule 10b5-1 trading plan that was adopted on February 14, 2007.

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.