Rapkin Hilary A Form 4 September 30, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rapkin Hilary A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zip)

Wright Express CORP [WXS]

(Check all applicable)

C/O WRIGHT EXPRESS

(First)

CORPORATION, 97 DARLING **AVENUE**

3. Date of Earliest Transaction

(Month/Day/Year) 09/28/2010

Director 10% Owner Other (specify X_ Officer (give title

below)

SVP, Gen. Counsel & Corp. Sec.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SOUTH PORTLAND, ME 04106

(State)

		1401	able 1 Troil Berryadive Securities required, Bisposed of, or Beneficially Switch						
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		tion(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(moure and i)		
Common Stock	09/28/2010		M(1)	5,093	A	\$ 13.6	16,332	D	
Common Stock	09/28/2010		S <u>(1)</u>	5,093	D	\$ 35.99	11,239	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Rapkin Hilary A - Form 4

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 ionof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.6	09/28/2010		M <u>(1)</u>		5,093	03/05/2010	03/05/2017	Common Stock	5,093

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Rapkin Hilary A C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

SVP, Gen. Counsel & Corp. Sec.

Signatures

Gregory Wiessner, as attorney-in-fact for Hilary A.

Rapkin

09/30/2010

**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) This option was exercised, and the shares of common stock received upon exercise were sold, pursuant to a Rule 10b5-1 trading plan that was entered into on August 27, 2010.

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.

Reporting Owners 2