

Gumbley Gareth John
 Form 4
 February 24, 2012

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 *
Gumbley Gareth John

(Last) (First) (Middle)

36A ABBOTSWOOD, GUILFORD

(Street)

SURRY, X0 GU1 1UZ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wright Express CORP [WXS]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/22/2012

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)

EVP International

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 | 02/22/2012 | | M | | 845 \$ 0 | D | |
| Common Stock | 02/22/2012 | | F(1) | | 440 \$ 61.35 | D | |
| Common Stock | 02/22/2012 | | M | | 1,010 \$ 0 | D | |
| Common Stock | 02/22/2012 | | F(1) | | 526 \$ 61.35 | D | |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/22/2012 | | M | 845 | (2) | (2) | Common Stock | 845 |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/22/2012 | | A | 1,010 | (4) | (4) | Common Stock | 1,010 |
| Restricted Stock Units | \$ 0 | 02/22/2012 | | M | 1,010 | (2) | (2) | Common Stock | 1,010 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gumbley Gareth John 36A ABBOTSWOOD GUILFORD SURRY, X0 GU1 1UZ | | | EVP International | |

Signatures

/s/ Gregory Wiessner, as attorney in fact for Gareth Gumbley

02/24/2012

__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) Represents tax withholding in connection with the vesting of RSUs on 2/22/2012.

(2) Restricted Stock Units vested on 2/22/2012 and each RSU converted into one share of common stock.

The Compensation Committee of the Company's Board of Directors certified that the first year performance criteria established in connection with this grant had been met as of February 22, 2012. As a result of achieving the performance criteria, the reporting person's right to these restricted stock units was established.

(4) RSUs vested with respect to these units on 2/22/2012. The remaining tranches of these will vest, if ever, on 2/22/2013 and 2/22/2014, based on subsequent performance criteria.

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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