Rapkin Hilary A Form 4 April 01, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

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

> (First) (Middle)

C/O WRIGHT EXPRESS CORPORATION, 97 DARLING **AVENUE**

(Street)

2. Issuer Name and Ticker or Trading Symbol

Wright Express CORP [WXS]

(Month/Day/Year) 03/30/2009

Filed(Month/Day/Year)

3. Date of Earliest Transaction

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

SVP, Gen. Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

SOUTH PORTLAND, ME 04106

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/30/2009		M	784	A	\$0	15,565	D	
Common Stock	03/30/2009		F(4)	296	D	\$ 18.19	15,269	D	
Common Stock	03/30/2009		M	1,002	A	\$ 0	16,271	D	
Common Stock	03/30/2009		F(4)	322	D	\$ 18.19	15,949	D	
Common Stock	03/30/2009		M	503	A	\$ 0	16,452	D	

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Common Stock	03/30/2009	F(4)	159	D	\$ 18.19	16,293	D
Common Stock	03/31/2009	M	678	A	\$ 0	16,971	D
Common Stock	03/31/2009	F(7)	214	D	\$ 17.81	16,757	D
Common Stock	03/31/2009	M	678	A	\$ 0	17,435	D
Common Stock	03/31/2009	F(7)	214	D	\$ 17.81	17,221	D

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title o Derivativ Security (Instr. 3)	ce Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number tiom 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. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restrict Stock Units	\$ 0	03/30/2009		M		784	<u>(1)</u>	<u>(1)</u>	Common Stock	784	\$
Restrict Stock Units	\$ 0	03/30/2009		M		1,002	(2)	<u>(2)</u>	Common Stock	1,002	\$
Restrict Stock Units	\$ 0	03/30/2009		M		503	(3)	<u>(3)</u>	Common Stock	503	\$
Restrict Stock Units	\$ 0	03/31/2009		M		678	<u>(5)</u>	<u>(5)</u>	Common Stock	678	\$
Restrict Stock	ted \$ 0	03/31/2009		M		678	<u>(6)</u>	<u>(6)</u>	Common Stock	678	\$

Units

Reporting Owners

Reporting Owner Name / Address Relationships

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

Hilary A. 04/01/2009 Rapkin

**Signature of Date
Reporting Person

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 3/30/2009 and each RSU converted into one share of common stock.
- (2) RSUs vested on 3/30/2009 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 3/30/2009 and each RSU converted into one share of common stock.
- (4) Represents tax withholding in connection with the vesting of RSUs on 3/30/2009.
- (5) RSUs vested on 3/31/2009 and each RSU converted into one share of common stock.
- (6) RSUs vested on 3/31/2009 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.
- (7) Represents tax withholding in connection with the vesting of RSUs on 3/31/2009.

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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