

Rapkin Hilary A
Form 4
April 01, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Rapkin Hilary A

(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)
03/30/2009

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, Gen. Counsel & Corp. Sec.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 03/30/2009 | | M | 784 | <u>(1)</u> | <u>(1)</u> | Common Stock | 784 |
| Restricted Stock Units | \$ 0 | 03/30/2009 | | M | 1,002 | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,002 |
| Restricted Stock Units | \$ 0 | 03/30/2009 | | M | 503 | <u>(3)</u> | <u>(3)</u> | Common Stock | 503 |
| Restricted Stock Units | \$ 0 | 03/31/2009 | | M | 678 | <u>(5)</u> | <u>(5)</u> | Common Stock | 678 |
| Restricted Stock | \$ 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. Rapkin | 04/01/2009 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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.