

Cornett Robert C  
 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

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)  
 03/30/2009

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 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 |   |  |                                   |
| Common Stock                    | 03/30/2009                           |  | M                              |   |   | 784    | \$ 0  | 17,378   | D                                 |
| Common Stock                    | 03/30/2009                           |  | F <sup>(4)</sup>               |   |   | 296    | \$ 18.19  | 17,082   | D                                 |
| Common Stock                    | 03/30/2009                           |  | M                              |   |   | 1,002  | \$ 0  | 18,084   | D                                 |
| Common Stock                    | 03/30/2009                           |  | F <sup>(4)</sup>               |   |   | 334    | \$ 18.19  | 17,750   | D                                 |
| Common Stock                    | 03/30/2009                           |  | M                              |   |   | 455    | \$ 0  | 18,205   | D                                 |

Edgar Filing: Cornett Robert C - Form 4

|              |            |                  |     |   |          |        |   |
|--------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock | 03/30/2009 | F <sup>(4)</sup> | 144 | D | \$ 18.19 | 18,061 | D |
| Common Stock | 03/31/2009 | M                | 678 | A | \$ 0     | 18,739 | D |
| Common Stock | 03/31/2009 | F <sup>(7)</sup> | 214 | D | \$ 17.81 | 18,525 | D |
| Common Stock | 03/31/2009 | M                | 678 | A | \$ 0     | 19,203 | D |
| Common Stock | 03/31/2009 | F <sup>(7)</sup> | 214 | D | \$ 17.81 | 18,989 | 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                              | 455   | <u>(3)</u>   | <u>(3)</u>  | Common Stock                       | 455                        |
| 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 |
| Cornett Robert C<br>C/O WRIGHT EXPRESS CORPORATION<br>97 DARLING AVENUE<br>SOUTH PORTLAND, ME 04106 |               |           | SVP HR & Chf. People Officer |       |

## Signatures

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

04/01/2009

\_\_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 ("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.