

Maximic David D
Form 4
March 06, 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 *
Maximic David D

(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)
03/03/2012

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, Sales & Marketing

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 | | | | (A) or (D) | Price |
| Common Stock | 03/03/2012 | | M | | | 2,081 | A | \$ 0 | 22,683 | D | |
| Common Stock | 03/03/2012 | | F ⁽³⁾ | | | 655 | D | \$ 59.92 | 22,028 | D | |
| Common Stock | 03/05/2012 | | M | | | 4,053 | A | \$ 0 | 26,081 | D | |
| Common Stock | 03/05/2012 | | F ⁽⁴⁾ | | | 1,275 | D | \$ 59.92 | 24,806 | D | |
| Common Stock | 03/05/2012 | | M | | | 9,635 | A | \$ 13.6 | 34,441 | D | |

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Common Stock 03/05/2012 S⁽⁵⁾ 9,635 D \$ 58.41 24,806 D

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

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(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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 | 03/03/2012 | | M | | 2,081 | | (1) | (1) | Common Stock | 2,081 |
| Restricted Stock Units | \$ 0 | 03/05/2012 | | M | | 4,053 | | (2) | (2) | Common Stock | 4,053 |
| Stock Option (right to buy) | \$ 13.6 | 03/05/2012 | | M | | 9,635 | | 03/05/2009 | 03/05/2017 | Common Stock | 9,635 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maxsimic David D
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

EVP, Sales & Marketing

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for David D.
Maxsimic

03/06/2012

__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) Restricted Stock Units ("RSUs") vested on March 3, 2012 and each RSU converted into one share of common stock.
- (2) Restricted Stock Units ("RSU's") vested on March 5, 2012 and each RSU converted into one share of common stock.
- (3) Represents tax withholding in connection with the vesting of the RSUs on March 3, 2012.
- (4) Represents tax withholding in connection with the vesting of the RSUs on March 5, 2012.
- (5) This option was exercised and the underlying securities were sold pursuant to a 10b5-1 trading plan that was adopted on November 22, 2011.

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.