

Maxsimic 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 \*  
Maxsimic 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 <sup>(3)</sup>			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 <sup>(4)</sup>			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<sup>(5)</sup>      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	
Restricted Stock Unit	\$ 0	03/03/2012		M	2,081	<u>(1)</u> <u>(1)</u>	Common Stock	2,081
Restricted Stock Units	\$ 0	03/05/2012		M	4,053	<u>(2)</u> <u>(2)</u>	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.

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