

Goodwin Melissa D  
 Form 4  
 February 24, 2005

**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 \*  
 Goodwin Melissa D

2. Issuer Name and Ticker or Trading Symbol  
 Wright Express CORP [WXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
 02/22/2005

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

SVP, Finance and CFO

(Street)  
 SOUTH PORTLAND, ME 04106

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(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. 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |  |
| Common Stock <sup>(1)</sup>     | 02/22/2005                           |  | A                              | 28,482  | A \$ 17.3   | 29,482   | D  |
| Common Stock                    | 02/22/2005                           |  | F <sup>(2)</sup>               | 9,173   | D \$ 17.08  | 20,309   | 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)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options <sup>(1)</sup>               | \$ 10.53   | 02/22/2005                           |  | A                              | 13,256  | 02/22/2005 03/12/2011                                    | Common Stock 13,256   |
| Stock Options <sup>(1)</sup>               | \$ 14.37   | 02/22/2005                           |  | A                              | 63,633  | 02/22/2005 01/22/2012                                    | Common Stock 63,633   |
| Stock Options <sup>(1)</sup>               | \$ 9.7   | 02/22/2005                           |  | A                              | 9,942   | 02/22/2005 10/18/2011                                    | Common Stock 9,942  |
| Restricted Stock Units                     | \$ 0   | 02/22/2005                           |  | A                              | 21,388  | <u>(3)</u> <u>(3)</u>                                    | Common Stock 21,388   |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Goodwin Melissa D<br>97 DARLING AVENUE<br>SOUTH PORTLAND, ME 04106 | SVP, Finance and CFO             |

## Signatures

Hilary A. Rapkin, as attorney-in-fact for Melissa D. Goodwin  
 02/24/2005  
 \*\*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) Securities were granted under the Wright Express Corporation ("Wright Express") 2005 Equity and Incentive Plan in connection with the initial public offering of Wright Express and the reporting person's surrender of restricted stock units of Cendant Corporation ("Cendant"), the parent of Wright Express prior to the initial public offering, and stock options to purchase Cendant common stock.
- (2) Represents tax withholdings in connection with the surrender of restricted stock units of Cendant in exchange for common stock of Wright Express.
- (3) Restricted Stock Units will become exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of grant.

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