Greenleaf Katherine M Form 4 February 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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0.5

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Greenleaf K	_	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Wright Express CORP [WXS]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
97 DARLING AVENUE			(Month/Day/Year) 02/22/2005	Director 10% Owner _X_ Officer (give title Other (specify below) SVP, Client Service Operations		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Checl		
SOUTH PO	RTLAND, N	ME 04106	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired Disposed of ar Beneficially Owner		

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	02/22/2005		A	1,000	A	\$ 18	1,000	D	
Common Stock (1)	02/22/2005		A	27,749	A	\$ 17.3	28,749	D	
Common Stock	02/22/2005		F(2)	8,728	D	\$ 17.08	20,021	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Restricted Stock Units	\$ 0	02/22/2005		A	18,333	<u>(3)</u>	(3)	Common Stock	18,333
Stock Options (1)	\$ 10.53	02/22/2005		A	1,271	02/22/2005	03/12/2011	Common Stock	1,271
Stock Options (1)	\$ 14.37	02/22/2005		A	57,270	02/22/2005	01/22/2012	Common Stock	57,270

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greenleaf Katherine M 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

SVP, Client Service Operations

Signatures

Hilary A. Rapkin, as attorney-in-fact for Katherine M. Greenleaf

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).
- 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 witholdings 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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