Maxsimic David D Form 4 May 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Wright Express CORP [WXS]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Maxsimic David D

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 05/19/2012

(Check all applicable)

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

EVP, Sales & Marketing

C/O WRIGHT EXPRESS CORPORATION, 97 DARLING **AVENUE**

> (Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SOUTH PORTLAND, ME 04106

(State)

		Tuble 1 Tron Berryan to Securities Required, Disposed 61, or Beneficially 6 wheat								
1.Title of	2. Transaction Date		3. T	4. Securities Acquired		5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Ilisu. 3)		any (Month/Day/Year)	(Instr. 8)	(IIISII. 5, 4 alid 5)			Owned	Indirect (I)	Ownership	
		(112111111 2 11)	(1115111 0)				Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
				or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/19/2012		M	1,843	A	\$ 0 (1)	26,643	D		
Common Stock	05/19/2012		F(2)	764	D	\$ 53.63	25,879	D		

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

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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. Transactic Code (Instr. 8)	5. Number op 6. Number of 5. Nu	/e Expiration l (Month/Day	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	
Common Stock	\$ 0	05/19/2012		M	1,84	3 (1)	<u>(1)</u>	Common Stock	1,843	\$

Reporting Owners

Reporting Owner Name / Address

Picture 100/ Owner Officer Officer

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

05/22/2012

**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 5/19/2012 and each RSU converted into one share of common stock.
- (2) Represents tax withholding in connection with the vesting of RSUs on 5/19/12.

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.

Reporting Owners 2