

Dubyak Michael E
 Form 4/A
 August 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Dubyak Michael E

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)
 C/O WRIGHT EXPRESS CORPORATION, 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

(Street)
 SOUTH PORTLAND, ME 04016

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/01/2009

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/30/2009		M	10,549	A \$ 0	140,121 ⁽⁴⁾ ₍₇₎	D
Common Stock	03/30/2009		F ⁽⁵⁾	3,318	D \$ 18.19	136,803 ⁽⁷⁾	D
Common Stock	03/31/2009		M	3,389	A \$ 0	140,192 ⁽⁷⁾	D
Common Stock	03/31/2009		F ⁽⁶⁾	1,066	D \$ 17.81	139,126 ⁽⁷⁾	D
Common Stock	03/31/2009		M	3,389	A \$ 0	142,515 ⁽⁷⁾	D

Edgar Filing: Dubyak Michael E - Form 4/A

Common Stock 03/31/2009 F(6) 1,066 D \$ 17.81 141,449 (7) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	03/30/2009		M	10,549	(1) (1)	Common Stock	10,549
Restricted Stock Units	\$ 0	03/31/2009		M	3,389	(2) (2)	Common Stock	3,389
Restricted Stock Units	\$ 0	03/31/2009		M	3,389	(3) (3)	Common Stock	3,389

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dubyak Michael E
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04016

X

Chairman, President & CEO

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Michael E. Dubyak

08/19/2009

__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 3/30/2009 and each RSU converted into one share of common stock. The RSUs were originally granted as performance based stock units and converted into RSUs on 2/6/2008.
- (2) RSUs vested on 3/31/2009 and each RSU converted into one share of common stock.
- (3) RSUs vested on 3/31/2009 and each RSU converted into one share of common stock. The RSUs were originally granted as performance based stock units and converted into RSUs on 3/1/2007.
- (4) On 3/3/2009, 34,224 shares were distributed from the reporting person's GRAT to his personal account.
- (5) Represents tax withholding in connection with the vesting of RSUs on 3/30/2009.
- (6) Represents tax withholding in connection with the vesting of RSUs on 3/31/2009.

17,491 shares of directly held common stock were inadvertently omitted from the reporting person's holdings on this Form 4 when
(7) originally filed on April 1, 2009. The amounts listed in column 5 of this report reflect the correct number of shares of common stock held as of the transaction dates listed on this Form 4.

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.