

Dubyak Michael E  
 Form 4  
 April 01, 2011

**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)  
 03/30/2011

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/30/2011		M	10,549	A	\$ 0	87,381 D
Common Stock	03/30/2011		F <sup>(2)</sup>	4,373	D	\$ 51	83,008 D
Common Stock	03/30/2011		M <sup>(3)</sup>	29,108	A	\$ 13.6	112,116 D
Common Stock	03/30/2011		S <sup>(3)</sup>	29,108	D	\$ 52	83,008 D
Common Stock						11,799	I Michael E. Dubyak by



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- (1) Restricted Stock Units ("RSUs") vested on 3/30/2011 and each RSU converted into one share of common stock.
- (2) Represents tax withholding in connection with the vesting of RSUs on 3/30/2011.
- (3) These securities have been exercised and the underlying shares of common stock received were sold pursuant to a Rule 10b5-1 trading plan that was adopted on February 14, 2011.

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.