

Cornett Robert C
Form 4
March 13, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cornett Robert C

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

C/O WRIGHT EXPRESS CORPORATION, 97 DARLING AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2012

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

SVP Human Resources

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

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

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)			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)		
				Code	V	Amount				or	
										(A)	(D)
Common Stock	03/10/2012		M		1,546	A	\$ 0	11,580	D		
Common Stock	03/10/2012		F ⁽²⁾		487	D	\$ 62.27	11,093	D		
Common Stock	03/12/2012		M		5,694	A	\$ 13.6	16,787	D		
Common Stock	03/12/2012		S ⁽³⁾		5,694	D	\$ 61.95	11,093	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)

**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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	(V)	Date Exercisable	Expiration Date		
Restricted Stock Units	\$ 0	03/10/2012		M	1,546			<u>(1)</u>	<u>(1)</u>	Common Stock	1,546
Stock Option (right to buy)	\$ 13.6	03/12/2012		<u>M</u> (3)	5,694			03/05/2009	03/05/2017	Common Stock	5,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornett Robert C C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP Human Resources	

Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Robert C. Cornett
03/13/2012

__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 March 10, 2012 and each RSU converted into one share of common stock.

(2) Represents tax withholding in connection with the vesting of the RSUs on March 10, 2012.

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- (3) This option was exercised and the underlying securities were sold pursuant to a Rule 10b5-1 trading plan that was adopted on February 10, 2012.

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

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