

Wright Express CORP  
 Form 4  
 May 22, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**POND KIRK P**

(Last) (First) (Middle)

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

(Street)

**SOUTH PORTLAND, ME 04106**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/18/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/20/2012		M	437 A \$0 (2)	23,111	D	
Common Stock	05/21/2012		M	732 A \$0 (3)	23,843	D	
Common Stock					3,000	I	By the Nancy St. John Pond Account
Common Stock					700	I	By the Loretta A.

Common Stock	2,500	I	Pond Trust By the Pond Family Foundation
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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/18/2012		M	1,678	(1)	(1)	Common Stock	1,678
Restricted Stock Units	\$ 0	05/20/2012		M	437	(2)	(2)	Common Stock	437
Restricted Stock Units	\$ 0	05/21/2012		M	732	(3)	(3)	Common Stock	732

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

POND KIRK P  
C/O WRIGHT EXPRESS CORPORATION  
97 DARLING AVENUE  
SOUTH PORTLAND, ME 04106

X

## Signatures

/s/ Gregory Wiessner, as attorney-in-fact for Kirk  
Pond

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 will vest in total on 5/18/2013.
- (2) Restricted Stock Units ("RSUs") vested on 5/20/2012 and each RSU converted into one share of common stock.
- (3) Restricted Stock Units ("RSUs") vested on 5/21/2012 and each RSU converted into one share of common stock.

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.