

Dubyak Michael E
 Form 4
 February 26, 2007

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

OMB APPROVAL

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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)
 02/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/22/2007 | | M | | 25,694 A \$ 0 | D | |
| Common Stock | 02/22/2007 | | F ⁽¹⁾ | | 8,081 D \$ 29.6 | D | |
| Common Stock | 02/22/2007 | | M ⁽³⁾ | | 3,100 A \$ 14.37 | D | |
| Common Stock | 02/22/2007 | | S ⁽³⁾ | | 3,100 D \$ 30 | D | |
| Common Stock | 02/23/2007 | | M ⁽³⁾ | | 1,600 A \$ 14.37 | D | |

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| | | | | | | | | |
|--------------|------------|----------------------------|--------|---|----------|--------|---|------------------|
| Common Stock | 02/23/2007 | <u>S</u> ⁽³⁾ | 1,600 | D | \$ 30 | 36,150 | D | |
| Common Stock | 02/23/2007 | <u>G</u> ⁽⁴⁾⁽⁵⁾ | 20,000 | A | \$ 14.37 | 56,150 | I | By Former Spouse |
| Common Stock | 02/23/2007 | <u>S</u> ⁽⁴⁾ | 20,000 | D | \$ 30 | 36,150 | I | By Former Spouse |

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.

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(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) | Amount or Number of Share | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|---------------------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 | 02/22/2007 | | M | | 25,694 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 25,694 |
| Stock Option (right to buy) | \$ 14.37 | 02/22/2007 | | <u>M</u> ⁽³⁾ | | 3,100 | | 02/22/2005 | 01/22/2012 | Common Stock | 3,100 |
| Stock Option (right to buy) | \$ 14.37 | 02/23/2007 | | <u>M</u> ⁽³⁾ | | 1,600 | | 02/22/2005 | 01/22/2012 | Common Stock | 1,600 |
| Stock Option (right to buy) | \$ 14.37 | 02/23/2007 | | <u>M</u> ⁽⁴⁾ | | 20,000 | | 02/22/2005 | 01/22/2012 | Common Stock | 20,000 |

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 | | President & CEO | |

Signatures

| | |
|--|------------|
| /s/ Hilary A. Rapkin, as attorney-in-fact for Michael E. Dubyak | 02/26/2007 |
| **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) Represents tax withholding in connection with the vesting of restricted stock units ("RSUs") on 2/22/2007.
- (2) Restricted Stock Units vested on 2/22/2007 and each RSU converted into one share of common stock.
- (3) This option was exercised, and the shares of common stock received upon exercise were sold pursuant to a Rule 10b5-1 trading plan that was adopted on May 17, 2006.
- (4) This option was exercised, and the shares of common stock received upon exercise were sold, at the direction of the reporting person's former spouse pursuant to interests granted to her under a domestic relations order.
The option was granted to the reporting person and he is deemed to hold the option. However, a portion of the economic benefit of the option was transferred pursuant to a domestic relations order and he must exercise that portion of the option solely at the direction of his former spouse, who is entitled to the economic value upon exercise. The reporting person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.
- (5)

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.