

Wright Express CORP
Form 4
May 31, 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 *
Smith Melissa D

(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)
05/29/2007

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)
SVP, Finance & CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/29/2007		M ⁽¹⁾		12,139	A	\$ 14.3695
Common Stock	05/29/2007		S ⁽¹⁾		12,139	D	\$ 34.5
Common Stock	05/30/2007		M ⁽¹⁾		2,531	A	\$ 10.5301
Common Stock	05/30/2007		S ⁽¹⁾		2,531	D	\$ 35
Common Stock	05/30/2007		M ⁽¹⁾		1,898	A	\$ 9.6928
					18,702	D	

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Common Stock	05/30/2007	S ⁽¹⁾	1,898	D	\$ 35	16,804	D
Common Stock	05/30/2007	M ⁽¹⁾	6,741	A	\$ 14.3695	23,545	D
Common Stock	05/30/2007	S ⁽¹⁾	6,741	D	\$ 35	16,804	D
Common Stock	05/31/2007	M	5,398	A	\$ 14.3697	22,202	D
Common Stock	05/31/2007	S ⁽¹⁾	5,398	D	\$ 35.15	16,804	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.3695	05/29/2007		M ⁽¹⁾	12,139	02/22/2005	01/22/2012	Common Stock	12,139
Stock Option (right to buy)	\$ 10.5301	05/30/2007		M ⁽¹⁾	2,531	02/22/2005	03/12/2011	Common Stock	2,531
Stock Option (right to buy)	\$ 9.6928	05/30/2007		M ⁽¹⁾	1,898	02/22/2005	10/18/2011	Common Stock	1,898
Stock Option (right to buy)	\$ 14.3695	05/30/2007		M ⁽¹⁾	6,741	02/22/2005	01/22/2012	Common Stock	6,741

Stock									
Option (right to buy)	\$ 14.3697	05/31/2007		M ⁽¹⁾	5,398	02/22/2005	01/22/2012	Common Stock	5,398

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Melissa D C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106			SVP, Finance & CFO	

Signatures

Melissa D. 05/31/2007
Smith

 **Signature of Date
Reporting Person

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) 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 24, 2006.

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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