Hogan George W Form 4 March 09, 2009

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Hogan George W

> (Middle) (First)

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

(Street)

SOUTH PORTLAND, ME 04106

(State)

2. Issuer Name and Ticker or Trading Symbol

Wright Express CORP [WXS]

3. Date of Earliest Transaction (Month/Day/Year) 03/05/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

(A)

or Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below)

SVP & Chf. Information Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

5. Amount of

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (Instr. 4)

Ownership (Instr. 4)

SEC 1474 (9-02)

Derivative

Conversion

Edgar Filing: Hogan George W - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 13.6	03/05/2009		A		15,865		<u>(1)</u>	03/05/2017	Common Stock	15,865
Restricted Stock Units (2)	\$ 0	03/05/2009		A		6,672		(2)	(2)	Common Stock	6,672

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hogan George W C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

SVP & Chf. Information Officer

Signatures

/S/ Hilary A. Rapkin, as attorney-in-fact for George W.

Hogan 03/09/2009

**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) This stock option will vest with respect to one third of the shares on each of March 5, 2010, March 5, 2011 and March 5, 2012.
- (2) Restricted Stock Units will vest with respect to one third of the shares on each of March 5, 2010, March 5, 2011 and March 5, 2012.

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.

Reporting Owners 2