Strzegowski Gregory Scott Form 4 November 17, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

Symbol

SECURITIES

Wright Express CORP [WXS]

3. Date of Earliest Transaction

(Month/Day/Year)

11/17/2009

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Strzegowski Gregory Scott

(Middle)

(Zip)

C/O WRIGHT EXPRESS

(First)

CORPORATION, 97 DARLING **AVENUE**

(Street)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

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

SVP Corporate Development

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check Applicable Line)

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

SOUTH PORTLAND, ME 04106

(State)

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired ransaction(A) or Disposed of (D)		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	•	any	Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/13/2009		M	2,172	A	\$ 0	2,172	D	
Common Stock	11/13/2009		F(3)	684	D	\$ 30.04	1,488	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Strzegowski Gregory Scott - Form 4

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 orDerivative 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
Restricted Stock Units (1)	\$ 0	11/13/2009		A	2,172		(2)	<u>(2)</u>	Common Stock	2,172
Restricted Stock Units	\$ 0	11/13/2009		D		2,172	<u>(2)</u>	(2)	Common Stock	2,172

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Strzegowski Gregory Scott C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04106

SVP Corporate Development

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Gregory Scott Strzegowski

11/17/2009

**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).
- On November 13, 2009, the Compensation Committee of the Company's Board of Directors certified that the Company hed met the performance criteria established in connection with the 2008 Wright Express International Long Term Incentive Program. As a result of achieving the required performance criteria, the reporting person's right to these restricted stock units ("RSUs") was established. The RSUs were originally granted as performance based stock units and converted into RSUs on November 13, 2009.
- (2) RSUs vested with respect to all of the units on November 13, 2009 and each RSU converted into one share of common stock.
- (3) Represents tax witholding in connection with the vesting of RSUs on November 13, 2009.

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