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VANWOERKOM JACK

Form 3

February 22, 2005

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

VANWOERKOM JACK

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/22/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Wright Express CORP [WXS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director 10% Owner Officer _Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

97 DARLING AVENUE (Street)

SOUTH PORTLAND, Â MEÂ 04106

(City)

1. Title of Security (Instr. 4)

(State) (Zip)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

(Instr. 4)

Amount or Number of Shares

Security or Indirect (I)

(Instr. 5)

1

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Restricted Stock Units $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} Stock$ Common Stock 2,777 \$ 18 D \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VANWOERKOM JACK 97 DARLING AVENUE

 \hat{A} X \hat{A} \hat{A} \hat{A}

SOUTH PORTLAND, MEÂ 04106

Signatures

Hilary A. Rapkin, as attorney-in-fact 02/22/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Restricted Stock Units are granted under the Wright Express Corporation 2005 Equity and Incentive Plan. Each Restricted Stock Unit is payable in one share of Wright Express common stock 200 days immediately following the date upon which the holder's services as a member of the Board of Directors of Wright Express Corporation terminates for any reason.

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.

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