

Wright Express CORP  
 Form 4  
 May 18, 2010

**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 \*  
**POND KIRK P**

(Last) (First) (Middle)  
 3 CANTER LANE  
 (Street)  
 CAPE ELIZABETH, ME 04107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Wright Express CORP [WXS]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/15/2010

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)

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	05/15/2010		M	1,024 A \$ 0 (1)	22,696	D	
Common Stock	05/16/2010		M	740 A \$ 0 (2)	23,436	D	
Common Stock	05/18/2010		M	718 A \$ 0 (3)	24,154	D	
Common Stock					3,000	I	By the Nancy St. John Pond Account
Common					700	I	By the

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Stock						Loretta A. Pond Trust
Common Stock		2,500	I			By the Pond Family Foundation

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

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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 (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)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/15/2010		M	1,024	(1)	(1)	Common Stock	1,024
Restricted Stock Units	\$ 0	05/16/2010		M	740	(2)	(2)	Common Stock	740
Restricted Stock Units	\$ 0	05/18/2010		M	0	(3)	(3)	Common Stock	718

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POND KIRK P 3 CANTER LANE CAPE ELIZABETH, ME 04107	X			

## Signatures

/s/ Melissa D. Smith, as attorney-in fact for Kirk  
Pond

05/18/2010

\_\_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) Restricted Stock Units vested on 5/15/2010 and each RSU converted into one share of common stock.
- (2) Restricted Stock Units vested on 5/16/2010 and each RSU converted into one share of common stock.
- (3) Restricted Stock Units vested on 5/18/2010 and each RSU converted into one share of common stock.

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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