

Dubyak Michael E
Form 4
February 26, 2007

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
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dubyak Michael E

(Last) (First) (Middle)

C/O WRIGHT EXPRESS
CORPORATION, 97 DARLING
AVENUE

(Street)

SOUTH PORTLAND, ME 04016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Wright Express CORP [WXS]

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

02/22/2007

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)

President & CEO

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	02/22/2007		M		25,694	A	\$ 0	44,231	D	
Common Stock	02/22/2007		F ⁽¹⁾		8,081	D	\$ 29.6	36,150	D	
Common Stock	02/22/2007		M ⁽³⁾		3,100	A	\$ 14.37	39,250	D	
Common Stock	02/22/2007		S ⁽³⁾		3,100	D	\$ 30	36,150	D	
Common Stock	02/23/2007		M ⁽³⁾		1,600	A	\$ 14.37	37,750	D	

Edgar Filing: Dubyak Michael E - Form 4

Common Stock	02/23/2007	<u>S</u> ⁽³⁾	1,600	D	\$ 30	36,150	D	
Common Stock	02/23/2007	<u>G</u> ⁽⁴⁾⁽⁵⁾	20,000	A	\$ 14.37	56,150	I	By Former Spouse
Common Stock	02/23/2007	<u>S</u> ⁽⁴⁾	20,000	D	\$ 30	36,150	I	By Former Spouse

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.

SEC 1474
(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 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	\$ 0	02/22/2007		M	25,694	<u>(2)</u>	<u>(2)</u>	Common Stock	25,694
Stock Option (right to buy)	\$ 14.37	02/22/2007		<u>M</u> ⁽³⁾	3,100	02/22/2005	01/22/2012	Common Stock	3,100
Stock Option (right to buy)	\$ 14.37	02/23/2007		<u>M</u> ⁽³⁾	1,600	02/22/2005	01/22/2012	Common Stock	1,600
Stock Option (right to buy)	\$ 14.37	02/23/2007		<u>M</u> ⁽⁴⁾	20,000	02/22/2005	01/22/2012	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dubyak Michael E C/O WRIGHT EXPRESS CORPORATION 97 DARLING AVENUE SOUTH PORTLAND, ME 04016	X		President & CEO	

Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Michael E. Dubyak

02/26/2007

__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) Represents tax withholding in connection with the vesting of restricted stock units ("RSUs") on 2/22/2007.
- (2) Restricted Stock Units vested on 2/22/2007 and each RSU converted into one share of common stock.
- (3) 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 17, 2006.
- (4) This option was exercised, and the shares of common stock received upon exercise were sold, at the direction of the reporting person's former spouse pursuant to interests granted to her under a domestic relations order.

The option was granted to the reporting person and he is deemed to hold the option. However, a portion of the economic benefit of the option was transferred pursuant to a domestic relations order and he must exercise that portion of the option solely at the direction of his former spouse, who is entitled to the economic value upon exercise. The reporting person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.
- (5)

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.