

Gumbley Gareth John  
 Form 4  
 February 24, 2012

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Gumbley Gareth John**

(Last) (First) (Middle)

36A ABBOTSWOOD, GUILFORD

(Street)

SURRY, X0 GU1 1UZ

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/22/2012**

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)

EVP International

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/22/2012		M	845 A \$ 0	845	D	
Common Stock	02/22/2012		F(1)	440 D \$ 61.35	405	D	
Common Stock	02/22/2012		M	1,010 A \$ 0	1,415	D	
Common Stock	02/22/2012		F(1)	526 D \$ 61.35	889	D	

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	\$ 0	02/22/2012		M	845	(2)	(2)	Common Stock	845
Restricted Stock Units <sup>(3)</sup>	\$ 0	02/22/2012		A	1,010	(4)	(4)	Common Stock	1,010
Restricted Stock Units	\$ 0	02/22/2012		M	1,010	(2)	(2)	Common Stock	1,010

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gumbley Gareth John 36A ABBOTSWOOD GUILFORD SURRY, X0 GU1 1UZ				EVP International

## Signatures

/s/ Gregory Wiessner, as attorney in fact for Gareth Gumbley

02/24/2012

\_\_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 RSUs on 2/22/2012.

(2) Restricted Stock Units vested on 2/22/2012 and each RSU converted into one share of common stock.

The Compensation Committee of the Company's Board of Directors certified that the first year performance criteria established in connection with this grant had been met as of February 22, 2012. As a result of achieving the performance criteria, the reporting person's right to these restricted stock units was established.

(4) RSUs vested with respect to these units on 2/22/2012. The remaining tranches of these will vest, if ever, on 2/22/2013 and 2/22/2014, based on subsequent performance criteria.

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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