

Dubyak Michael E
 Form 4
 April 26, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Dubyak Michael E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O WRIGHT EXPRESS CORPORATION, 97 DARLING AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 04/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

(Street)
 SOUTH PORTLAND, ME 04016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 04/22/2010 | | M ⁽¹⁾ | 6,633 A | \$ 13.51 | 122,526 | D |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 6,633 D | \$ 35 ⁽²⁾ | 115,893 | D |
| Common Stock | 04/22/2010 | | M ⁽¹⁾ | 9,712 A | \$ 13.6 | 125,605 | D |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 9,712 D | \$ 35 ⁽²⁾ | 115,893 | D |
| Common Stock | | | | | | 19,365 | I Michael E. Dubyak |

by GRAT

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 13.51 | 04/22/2010 | | M ⁽¹⁾ | 6,633 | 02/13/2010 02/13/2017 | Common Stock | 6,633 |
| Stock Option (right to buy) | \$ 13.6 | 04/22/2010 | | M ⁽¹⁾ | 9,712 | 03/05/2010 03/05/2017 | Common Stock | 9,712 |

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 | | Chairman, President & CEO | |

Signatures

/s/ Gregory Wiessner as attorney-in-fact for Michael E. Dubyak

04/26/2010

__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) 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 entered into on February 12, 2010.

The price listed is a weighted average price for all shares sold. All shares were sold for between \$35.00 and \$35.02. Upon request, the reporting person will provide the Securities and Exchange Commission, Wright Express Corporation or any security holder of Wright Express Corporation with full information regarding the number of shares sold at each separate purchase price.

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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