

Wright Express CORP
Form 4
February 17, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodwin Melissa D

(Last) (First) (Middle)

C/O WRIGHT EXPRESS
CORPORATION, 97 DARLING
AVENUE

(Street)

SOUTH PORTLAND, ME 04106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Wright Express CORP [WXS]

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

02/15/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

SVP of Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/15/2006		J ⁽¹⁾	V Amount (D) Price 1,000 D \$ 0 (2)	19,959	D	
Common Stock	02/15/2006		J ⁽¹⁾	V Amount (D) Price 11,708 D \$ 0 (2)	8,251	D	

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

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information contained in this form are not
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(9-02)

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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
Stock Options	\$ 10.53	02/15/2006		J(3)	3,141	02/22/2005 03/12/2011	Common Stock 3,141
Stock Options	\$ 14.37	02/15/2006		J(3)	15,077	02/22/2005 01/22/2012	Common Stock 15,077
Stock Options	\$ 9.7	02/15/2006		J(3)	2,356	02/22/2005 10/18/2011	Common Stock 2,356

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goodwin Melissa D
C/O WRIGHT EXPRESS CORPORATION
97 DARLING AVENUE
SOUTH PORTLAND, ME 04106

SVP of Finance & CFO

Signatures

/s/ Hilary A. Rapkin as attorney-in-fact for Melissa D. Smith (formerly Goodwin)

02/17/2006

__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) These securities were transferred pursuant to a marital relations settlement agreement.

(2) Not applicable.

(3) The option was granted to the reporting person and she is deemed to hold the option. However, the economic benefit of the option was transferred pursuant to a marital relations settlement agreement and she must exercise the option solely at the direction of the transferee, who is entitled to the shares issued upon exercise. The reporting person disclaims beneficial ownership of the option except to the extent of her pecuniary interest therein.

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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