

Wright Express CORP  
Form 8-K  
April 05, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 30, 2007

Wright Express Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-32426

01-526993

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

97 Darling Avenue, South Portland, Maine

04106

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(207) 773-8171

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 30, 2007, the Compensation Committee of the Wright Express Corporation Board of Directors approved grants of equity securities to the company's executive officers, among others, in the form of restricted stock units ("RSUs") and performance-based restricted stock units ("PSUs"). The following lists the number of RSUs and/or PSUs (at threshold, target and maximum performance) granted to each of the Company's executive officers, as applicable:

MICHAEL DUBYAK  
RSUs 0  
Threshold PSUs 16,496  
Target PSUs 32,992  
Maximum PSUs 65,984

DAVID MAXSIMIC  
RSUs 5,939  
Threshold PSUs 2,969  
Target PSUs 5,938  
Maximum PSUs 11,876

MELISSA SMITH  
RSUs 5,279  
Threshold PSUs 2,639  
Target PSUs 5,279  
Maximum PSUs 10,558

TOD DEMETER  
RSUs 3,794  
Threshold PSUs 1,897  
Target PSUs 3,794  
Maximum PSUs 7,588

HILARY RAPKIN  
RSUs 3,135  
Threshold PSUs 1,567  
Target PSUs 3,134  
Maximum PSUs 6,268

ROBERT CORNETT  
RSUs 3,135  
Threshold RSUs 1,567  
Target PSUs 3,134  
Maximum PSUs 6,268

JAMIE MORIN-REYNOLDS  
RSUs 2,970  
Threshold PSUs 1,484  
Target PSUs 2,969  
Maximum PSUs 5,938

The RSUs and PSUs vest with respect to 25% of the total units granted on each of the first four anniversaries of the date of grant, or sooner under certain circumstances. Under the terms of the grant, the number of PSUs that will be converted to shares of stock is subject to the attainment of the adjusted net income performance goals as determined under the 2007 Short Term Incentive Program. No PSUs will be converted to shares of stock unless the threshold performance goal is met. If the maximum goal is exceeded, only the number of PSUs granted subject to attainment of the maximum goal will be converted.



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Wright Express Corporation

*April 5, 2007*

By: *Melissa D. Smith*

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*Name: Melissa D. Smith*

*Title: Senior Vice President, Finance and Chief Financial Officer*