

Wright Express CORP  
 Form 4  
 May 10, 2006

**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

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**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 \*  
 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)  
 05/08/2006

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)  
 SVP, Finance & CFO

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/08/2006		M <sup>(1)</sup>	A	\$ 3,141	14,915	D
Common Stock	05/08/2006		M <sup>(1)</sup>	A	\$ 9.7	17,271	D
Common Stock	05/08/2006		M <sup>(1)</sup>	A	\$ 14.37	32,348	D
Common Stock	05/08/2006		S <sup>(1)</sup>	D	\$ 30.43	32,248	D
Common Stock	05/08/2006		S <sup>(1)</sup>	D	\$ 30.22	22,348	D

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Common Stock	05/08/2006	S <sup>(1)</sup>	5,000	D	\$ 30.4	17,348	D
Common Stock	05/08/2006	S <sup>(1)</sup>	1,074	D	\$ 30.07	16,274	D
Common Stock	05/08/2006	S <sup>(1)</sup>	200	D	\$ 30.06	16,074	D
Common Stock	05/08/2006	S <sup>(1)</sup>	4,300	D	\$ 30	11,774	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.53	05/08/2006		M <sup>(1)</sup>	3,141	02/22/2005	03/12/2011	Common Stock	3,141
Stock Option(right to buy)	\$ 9.7	05/08/2006		M <sup>(1)</sup>	2,356	02/22/2005	10/18/2011	Common Stock	2,356
Stock Option (right to buy)	\$ 14.37	05/08/2006		M <sup>(1)</sup>	15,077	02/22/2005	01/22/2012	Common Stock	15,077

## 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, Finance & CFO	

## Signatures

/s/ Hilary A. Rapkin, as attorney-in-fact for Melissa D.  
Smith

05/10/2006

\_\_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) This option was exercised, and the shares of common stock received upon exercise were sold, solely at the direction of the reporting person's former spouse pursuant to interests granted to him under a domestic relations order. The reporting person disclaims beneficial ownership of both the portion of the stock option that was exercised and any interest in the resulting proceeds of the exercise of the stock option.

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.