SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MARTIN MURRAY D	PITNEY BOWES INC /DE/ [PBI]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle): ONE ELMCROFT ROAD	3. Date of Earliest Transaction (Month/Day/Year): 02/05/2013	Executive Vice President
(Street): STAMFORD CT 06926	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2013	02/05/2013	M		11,995	A	$0	148,936.0936	D	
Common Stock	02/05/2013	02/05/2013	F		4,085	D	$13.295	144,851.0936	D	
Common Stock	02/05/2013	02/05/2013	M		13,439	A	$0	158,290.0936	D	
Common Stock	02/05/2013	02/05/2013	F		4,576	D	$13.295	153,714.0936	D	
Common Stock	02/05/2013	02/05/2013	M		11,387	A	$0	165,101.0936	D	
Common Stock	02/05/2013	02/05/2013	F		3,878	D	$13.295	161,223.0936	D	
Common Stock	02/05/2013	02/05/2013	M		17,756	A	$0	178,979.0936	D	
Common Stock	02/05/2013	02/05/2013	F		6,045	D	$13.295	172,934.0936	D	
Common Stock								1,018.6054	I	By 401(k)plan
Common Stock								38,560	I	By GRAT

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	$0	02/05/2013		M			11,995	02/05/2013	02/05/2013	Common Stock	11,995	$0	0	D	
Restricted Stock Unit	$0	02/05/2013		M			13,439	02/05/2013(1)	02/04/2014	Common Stock	13,439	$0	13,439	D	
Restricted Stock Unit	$0	02/05/2013		M			11,387	02/05/2013(2)	02/03/2015	Common Stock	11,387	$0	22,775	D	
Restricted Stock Unit	$0	02/05/2013		M			17,756	02/05/2013(3)	02/02/2016	Common Stock	17,756	$0	53,267	D	

Explanation of Responses:

1. The third of four vesting traunches has vested leaving 13,439 shares yet to vest on 2/4/2014.
2. The second of four vesting traunches has vested leaving 11,388 shares to vest on 2/4/2014 and 11,387 to vest on 2/3/2015.
3. The first of four vesting traunches has vested leaving 17,756 shares to vest on 2/4/2014, 17,755 to vest on 2/3/2015 and 17,756 to vest on 2/2/2016.

Jean Jacob - POA for Murray Martin — 02/06/2013

** Signature of Reporting Person — Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.