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)
Goldstein Daniel J	PITNEY BOWES INC /DE/ [PBI]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	EVP/Chief Legal & Compliance
ONE ELMCROFT ROAD	02/05/2013	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
STAMFORD CT 06926		X Form filed by One Reporting Person
(City) (State) (Zip)		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2013	02/05/2013	M		4,639	A	$0	10,532.0689	D	
Common Stock	02/05/2013	02/05/2013	F		1,961	D	$13.295	8,571.0689	D	
Common Stock	02/05/2013	02/05/2013	M		1,318	A	$0	9,889.0689	D	
Common Stock	02/05/2013	02/05/2013	F		476	D	$13.295	9,413.0689	D	
Common Stock	02/05/2013	02/05/2013	M		2,198	A	$0	11,611.0689	D	
Common Stock	02/05/2013	02/05/2013	F		850	D	$13.295	10,761.0689	D	

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			4,639	02/05/2013(1)	02/04/2014	Common Stock	4,639	$0	4,638	D	
Restricted Stock Unit	$0	02/05/2013		M			1,318	02/05/2013(2)	02/03/2015	Common Stock	1,318	$0	2,637	D	
Restricted Stock Unit	$0	02/05/2013		M			2,198	02/05/2013(3)	02/02/2016	Common Stock	2,198	$0	6,595	D	

Explanation of Responses:

1. The second of three vesting traunches has vested leaving 4,638 shares yet to vest on 2/4/2014.
2. The second of four vesting traunches has vested leaving 1,319 shares to vest on 2/4/2014 and 1,318 to vest on 2/3/2015.
3. The first of four vesting traunches has vested leaving 2,199 shares to vest on 2/4/2014, 2,198 to vest on 2/3/2015 and 2,198 to vest on 2/2/2016.

Jean Jacob - POA for Daniel Goldstein — 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.