SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

## 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) |
|---|---|---|
| O'Hara John E | 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 & CFO |
| 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 / 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 | | 266 | A | $0 | 4,037.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | | 105 | D | $13.295 | 3,932.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | | 342 | A | $0 | 4,274.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | | 135 | D | $13.295 | 4,139.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | | 780 | A | $0 | 4,919.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | | 307 | D | $13.295 | 4,612.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | M | | 2,029 | A | $0 | 6,641.6507 | D | |
| Common Stock | 02/05/2013 | 02/05/2013 | F | | 799 | D | $13.295 | 5,842.6507 | 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 | | | 266 | 02/05/2013 | 02/05/2013 | Common Stock | 266 | $0 | 0 | D | |
| Restricted Stock Uni | $0 | 02/05/2013 | | M | | | 342 | 02/05/2013[1] | 02/04/2014 | Common Stock | 342 | $0 | 342 | D | |
| Restricted Stock Unit | $0 | 02/05/2013 | | M | | | 780 | 02/05/2013[2] | 02/03/2015 | Common Stock | 780 | $0 | 1,558 | D | |
| Restricted Stock Unit | $0 | 02/05/2013 | | M | | | 2,029 | 02/05/2013[3] | 02/02/2016 | Common Stock | 2,029 | $0 | 6,088 | D | |

**Explanation of Responses:**

1. The third of four vesting traunches has vested leaving 342 shares yet to vest on 2/4/2014.
2. The second of four vesting traunches has vested leaving 779 shares to vest on 2/4/2014 and 779 to vest on 2/3/2015.
3. The first of four vesting traunches has vested leaving 2,030 shares to vest on 2/4/2014, 2,029 to vest on 2/3/2015 and 2,029 to vest on 2/2/2016.

Jean Jacob - POA for John O'Hara 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.**