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)
Monahan Michael	PITNEY BOWES INC /DE/ [PBI]	Director: — 10% Owner: — Officer (give title below): X Other (specify below): — EVP Finance and CFO
(Last) (First) (Middle): ONE ELMCROFT ROAD	3. Date of Earliest Transaction (Month/Day/Year): 07/01/2013	
(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			

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				
Stock Option	(2)	07/01/2013		A		40,000		02/03/2015(1)	06/30/2023	Common Stock	40,000	$17.204	590,720	D	
Stock Option	(3)	07/01/2013		A		80,000		02/03/2015(1)	06/30/2023	Common Stock	80,000	$19.448	670,720	D	
Stock Option	(4)	07/01/2013		A		120,000		02/03/2015(1)	06/30/2023	Common Stock	120,000	$21.692	790,720	D	
Stock Option	(5)	07/01/2013		A		160,000		02/03/2015(1)	06/30/2023	Common Stock	160,000	$23.936	950,720	D	

Explanation of Responses:

1. The stock option grant vests in three equal annual installments on 2-3-2015; 2-2-2016 and 2-7-2017.
2. The Grant price for the stock options was calculated at 115% of the closing price on July 1, 2013 which was $14.96.
3. The Grant price for the stock options was calculated at 130% of the closing price on July 1, 2013 which was $14.96.
4. The Grant price for the stock options was calculated at 145% of the closing price on July 1, 2013 which was $14.96.
5. The Grant price for the stock options was calculated at 160% of the closing price on July 1, 2013 which was $14.96.

Jean Jacob - POA for Michael Monahan — 07/02/2013

** 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.