SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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| 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) |
|---|---|---|
| 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 | 02/04/2014 | |
| (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 | 02/04/2014 | | M | | 4,693 | A | $0 | 15,984.0698 | D | |
| Common Stock | 02/04/2014 | | F | | 1,887 | D | $24.74 | 14,097.0698 | D | |
| Common Stock | 02/04/2014 | | M | | 2,199 | A | $0 | 16,296.0698 | D | |
| Common Stock | 02/04/2014 | | F | | 813 | D | $24.74 | 15,483.0698 | D | |
| Common Stock | 02/04/2014 | | M | | 4,638 | A | $0 | 20,121.0698 | D | |
| Common Stock | 02/04/2014 | | F | | 1,698 | D | $24.74 | 18,423.0698 | D | |
| Common Stock | 02/04/2014 | | M | | 1,319 | A | $0 | 19,742.0698 | D | |
| Common Stock | 02/04/2014 | | F | | 488 | D | $24.74 | 19,254.0698 | 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 | 02/04/2014 | | M | | | 4,638 | 02/04/2014 | 02/04/2014 | Common Stock | 4,638 | $0 | 0 | D | |
| Restricted Stock Unit | $0 | 02/04/2014 | | M | | | 1,319 | 02/04/2014(1) | 02/03/2015 | Common Stock | 1,319 | $0 | 1,318 | D | |
| Restricted Stock Unit | $0 | 02/04/2014 | | M | | | 2,199 | 02/04/2014(2) | 02/02/2016 | Common Stock | 2,199 | $0 | 4,396 | D | |
| Restricted Stock Unit | $0 | 02/04/2014 | | M | | | 4,693 | 02/04/2014(3) | 02/07/2017 | Common Stock | 4,693 | $0 | 14,080 | D | |

**Explanation of Responses:**

1. The third of four vesting traunches vested, leaving 1,318 to vest on 2/3/2015.
2. The second of four vesting traunches vested, leaving 2,198 to vest on 2/3/2015 and 2,198 to vest on 2/2/2016.
3. The first of four vesting traunches,vested leaving 4,694 shares to vest on 2/3/2015, 4,693 to vest on 2/2/2016 and 4,693 to vest on 2/7/2017.

Richard Martorana - POA for Daniel Goldstein — 02/05/2014

** 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.**

POWER OF ATTORNEY

Know All By These Present, that the undersigned constitutes
and appoints Laurie Bellocchio, Richard Martorana and Peter Panzarella,
and each of them acting individually, as true and lawful
attorneys-in-fact and agents, with full power of substitution
and resubstitution, for the undersigned and in the undersigneds
name, place and stead, in any and all capacities, to

i Sign any Forms 3, 4 and 5, and any and all amendments
thereto, in accordance with Section 16a of the Securities
Exchange Act of 1934 Exchange Act
and the regulations thereunder and

ii File such Forms 3, 4, 5, or amendments thereto,
and all documents in connection therewith, with the
Securitiesand Exchange Commission and any applicable
stock exchange.

The undersigned further grants unto said attorneys in fact
and agents, and each of them, full power and authority to do
and perform each and every act and thing requisite and necessary
to be done with respect to the filing of Forms 3, 4 and 5
or any amendments thereto as fully to all intents and purposes
as the undersigned might or could do in person, hereby ratifying
and confirming all that said attorneys-in-fact and agents or
any of them, or their substitute or substitutes,
may lawfully do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys in fact,
in serving in such capacity at the request of the undersigned,
are not assuming any of the undersigneds responsibilities to comply
with Section 16 of the Exchange Act.

This Power of Attorney and authorization shall remain in effect
until the undersigned files with the Securities and Exchange
Commission a notice of revocation of this Power of Attorney by
attaching such notice to the undersigneds Form 3 Form 4 or Form 5.

Executed on this 20th day of January 2014

_____
/s/ Daniel J. Goldstein