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
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) / Other (specify below)
3001 SUMMER STREET	02/03/2015	EVP Finance and CFO
(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	02/03/2015		M		3,116	A	$0	67,648.1226	D	
Common Stock	02/03/2015		F		1,516	D	$22.57	66,132.1226	D	
Common Stock	02/03/2015		M		4,396	A	$0	70,528.1226	D	
Common Stock	02/03/2015		F		1,533	D	$22.57	68,995.1226	D	
Common Stock	02/03/2015		M		9,387	A	$0	78,382.1226	D	
Common Stock	02/03/2015		F		3,197	D	$22.57	75,185.1226	D	
Common Stock	02/03/2015		M		5,185	A	$0	80,370.1226	D	
Common Stock	02/03/2015		F		1,766	D	$22.57	78,604.1226	D	
Common Stock	02/03/2015		M		25,586	A	$0	104,190.1226	D	
Common Stock	02/03/2015		F		8,837	D	$22.57	95,353.1226	D	
Common Stock								9,865.3027	I	By 401(k)

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	02/03/2015		M			3,116	02/03/2015(1)	(1)	Common Stock	3,116	$0	0	D	
Restricted Stock Unit	$0	02/03/2015		M			4,396	02/03/2015(2)	(2)	Common Stock	4,396	$0	4,397	D	
Restricted Stock Unit	$0	02/03/2015		M			9,387	02/03/2015(3)	(3)	Common Stock	9,387	$0	18,772	D	
Restricted Stock Unit	$0	02/03/2015		M			5,185	02/03/2015(4)	(4)	Common Stock	5,185	$0	10,371	D	
Market Stock Unit	$0	02/03/2015		M			25,586	02/03/2015(5)	(5)	Common Stock	25,586	$0	0	D	

Explanation of Responses:

1. The last of four vesting traunches.
2. The third of four vesting traunches vested, leaving 4,397 shares to vest on 2/2/2016.
3. The second of four vesting traunches vested, leaving 9,386 shares to vest on 2/2/2016 and 9,386 to vest on 2/7/2017.
4. The first of three vesting traunches vested, leaving 5,185 shares to vest on 2/2/2016 and 5,186 to vest on 2/7/2017.
5. The MSUs were granted on 2/3/2012 and have a three year cliff vesting.

Laurie Bellocchio - POA for Michael Monahan — 02/05/2015

** 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.