SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
O'Hara John E (Last) (First) (Middle) WORLD HEADQUARTERS ONE ELMCROFT ROAD (Street) STAMFORD CT 06926 (City) (State) (Zip)	04/11/2011	PITNEY BOWES INC /DE/ [PBI]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
Director — 10% Owner X Officer (give title below) — Other (specify below) EVP&President, PB Software S	

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	760.5927	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	10,952	0.0000	D	
Restricted Stock Units	(2)	02/03/2015(2)	Common Stock	3,117	0.0000	D	
Restricted Stock Units	(2)	02/04/2014(2)	Common Stock	1,026	0.0000	D	
Restricted Stock Units	(2)	02/05/2013(2)	Common Stock	531	0.0000	D	
Restricted Stock Units	02/11/2012	02/11/2012	Common Stock	178	0.0000	D	
Restricted Stock Units	06/23/2013	06/23/2013	Common Stock	15,645	0.0000	D	
Restricted Stock Units	09/04/2011	09/04/2011	Common Stock	1,500	0.0000	D	
Stock Option	02/08/2011(3)	02/07/2020	Common Stock	10,718	22.09	D	
Stock Option	02/08/2010(3)	02/08/2019	Common Stock	8,635	24.75	D	
Stock Option	02/14/2012(3)	02/13/2021	Common Stock	23,551	26.07	D	
Stock Option	02/11/2009(4)	02/10/2018	Common Stock	8,077	36.96	D	

Explanation of Responses:

1. Each performance based restricted stock unit will vest subject to predetermined EBIT performance metrics at 3,130 shares on February 7, 2012; 3,352 shares on February 5, 2013 and 4,470 shares June 23, 2013 and expired upon vesting date.
2. The restricted stock units expire upon vesting and vest in four equal annual installments.
3. The stock option grant vest in three equal annual installments.
4. The stock option grant vest in four annual installments.

Remarks:

poajohnohara.txt

Patricia M. Johnson-POA for John E. O'Hara — 04/19/2011

** 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 5 (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 Amy C. Corn, Patricia M. Johnson and Jeanine Giraldo McHugh 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 undersigned's 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 16(a) 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 Securities and 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 undersigned's 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 undersigned's Form 3, Form 4 or Form 5.

Executed on this ___ day of _____, 2010.

_____
John E. O'Hara