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*

Wright Mark F

(Last) (First) (Middle)

3001 SUMMER STREET

(Street)

STAMFORD CT 06926

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

PITNEY BOWES INC /DE/ [PBI]

3. Date of Earliest Transaction (Month/Day/Year)

02/08/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director / Officer (give title below) / 10% Owner / Other (specify below)

Exec VP & Pres PB Commerce So

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 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	02/09/2016		M		3,312	A	$0.00	53,311.3298	D	
Common Stock	02/09/2016		F		1,082	D	$16.79	52,229.3298	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 Units	(1)	02/08/2016		A		8,918		(2)	(2)	Common Stock	8,918	$16.82	27,101	D	
Performance Stock Units	(3)	02/08/2016		A		26,754		(4)	(4)	Common Stock	26,754	$16.82	77,154	D	
Stock Option	(5)	02/08/2016		A		53,004		02/08/2017	02/08/2026	Common Stock	53,004	$0.00	53,004	D	
Restricted Stock Units	$0.00	02/09/2016		M			3,312	02/09/2016(6)	(6)	Common Stock	3,312	$0.00	6,626	D	

Explanation of Responses:

1. Each unit represents a contingent right to receive one share of Pitney Bowes common stock.
2. Each unit represents a contingent right to receive one share of Pitney Bowes common stock that will vest in three (3) equal annual installments.
3. Each performance stock unit represents a contingent right to receive Pitney Bowes common stock based upon pre-determined performance factors.
4. The performance stock units (PSUs) represent a contingent right to receive Pitney Bowes common stock with a 3 year cliff vesting. The shares that will vest are based on the pre-established performance standards set by the Board upon making each award, and could result in more of less shares being issued at the time of the vesting due to the pre-established performance standards. Depending on financial performance, the resulting number of shares released can range from zero to a maximum of 200% of grant.
5. The grant price for the stock option was calculated at 100% of the closing price on February 8, 2016 which was $16.82
6. The first of three vesting traunches vested, leaving 3,313 to vest on 2/14/2017 and 3,313 to vest on 2/13/2018.

Remarks:

Laurie Bellocchio - POA Mark F. Wright — 02/10/2016

** 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.