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)
Wright Mark F	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)	Exec VP & Pres PB Commerce So
3001 SUMMER STREET	07/01/2016	
(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	07/01/2016		M		6,626	A	$0.00	59,514.3965	D	
Common Stock	07/01/2016		F		2,780	D	$17.805	56,734.3965	D	
Common Stock	07/01/2016		M		5,252	A	$0.00	61,986.3965	D	
Common Stock	07/01/2016		F		2,204	D	$17.805	59,782.3965	D	
Common Stock	07/01/2016		M		2,993	A	$0.00	62,775.3965	D	
Common Stock	07/01/2016		F		1,256	D	$17.805	61,519.3965	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)	07/01/2016		M			5,252	07/01/2016[2]	04/30/2023	Common Stock	5,252	$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2016		M			2,993	07/01/2016[3]	02/09/2024	Common Stock	2,993	$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2016		M			6,626	07/01/2016[4]	02/08/2025	Common Stock	6,626	$0.00	0.00	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Pitney Bowes stock.

2. All of the remaining outstanding restricted stock units previously granted to the reporting person on May 1, 2013 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business, and such vested restricted stock units settled for shares of the Company common stock.

3. All of the remaining outstanding restricted stock units previously granted to the reporting person on February 10, 2014 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

4. All of the remaining outstanding restricted stock units previously granted to the reporting person on February 9, 2015 vested in connection with the reporting persons employment termination as an officer of the Company as a result of a sale of business and such vested restricted stock units settled for shares of the Company common stock.

Remarks:

Laurie Bellocchio - POA Mark F. Wright — 07/05/2016

** 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.