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)
Shearer Mark	PITNEY BOWES INC /DE/ [PBI]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle): 3001 SUMMER STREET	3. Date of Earliest Transaction (Month/Day/Year): 02/06/2017	Exec VP & Pres SMB Mail Sol
(Street): STAMFORD CT 06926	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): 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	02/07/2017		M		34,585	D	$0.00	74,425.7001	D	
Common Stock	02/07/2017		F		12,139	D	$13.17	62,286.7001	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)	02/06/2017		A		19,757		(2)	(2)	Common Stock	19,757	$13.16	60,989	D	
Performance Stock Units	(3)	02/06/2017		A		59,271		(4)	(4)	Common Stock	59,271	$13.16	148,044	D	
Stock Option	(5)	02/06/2017		A		130,000		02/06/2018	02/06/2027	Common Stock	130,000	$0.00	221,873	D	
Restricted Stock Units	$0.00	02/07/2017		M			9,104	02/07/2017(6)	(6)	Common Stock	9,104	$0.00	0.00	D	
Restricted Stock Units	$0.00	02/07/2017		M			5,186	02/07/2017(7)	(7)	Common Stock	5,186	$0.00	0.00	D	
Performance Stock Units	$0.00	02/07/2017		M			20,295	02/07/2017(8)	(8)	Common Stock	20,295	$0.00	0.00	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 over a three year period on the second Tuesday in February.
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 6, 2017 which was $13.16.
6. The final vesting of the four traunches vested.
7. The final vesting of the three traunches vested.
8. Vesting of performance awards due to the pre-established performance standards being met.

Remarks:

Laurie Bellocchio - POA Mark Shearer — 02/08/2017

** 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.